

Notice of 2024

Annual General Meeting

Tuesday 15 October
2024 at 10.00am (AEDT)



Participation in the AGM

Before the AGM

AGM Notice of Meeting

Access online at <https://investors.idp.com/AGM>

Request a hard copy Notice of Meeting by calling +61 1300 554 474 or email registrars@linkmarketservices.com.au

Vote or appoint proxy

Return the hard copy Voting/Proxy Form to the share registry at the address listed below or vote online at <https://investorcentre.linkgroup.com>

To be valid, your vote or proxy appointment must be received by 10.00am (AEDT) on Sunday 13 October 2024.

Ask a question

Submit questions and comments online at <https://investorcentre.linkgroup.com> by 10.00am (AEDT) on Sunday 13 October 2024.

Manage your shareholding at <https://investorcentre.linkgroup.com>



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



Telephone
1300 554 474 (within Australia)
+61 1300 554 474 (outside Australia)

At the AGM

Join Online

Enter <https://meetings.linkgroup.com/IEL24> into a web browser.

- Enter your name, phone number, email and a company name (if applicable) and select Continue to register.
- If you are a Shareholder, enter your SRN/HIN (located at the top right of your Proxy Form or Dividend Statement) and postcode.
- If you are a proxy, enter the code that Link will email to you 24 hours before the AGM.

Vote Online

Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.

- Once you have registered via the portal, your voting card will appear on your screen.
- Voting will open at the start of the AGM.
- Select 'Get a Voting Card' to vote.

Ask a question online

Only Shareholders, proxyholders, body corporate representatives or legal representatives can ask questions or make comments.

Click on the 'Ask a Question' box at the top or the bottom of the webpage. Select the Resolution to which your question or comment relates from the 'Regarding' menu and type your question or comment. Questions or comments will be assessed and if applicable be read aloud at the AGM.

Attend in person

The meeting will be held on Tuesday 15 October at 10:00am (AEDT).

Assembly Room I & II
Events Centre, Level 5
Collins Square, 727 Collins Street
Docklands VIC 3008

Registration will open from 9.30am (AEDT) on the day of the meeting. Shareholders, proxyholders, body corporate representatives or legal representatives attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

Business

The 2024 Annual General Meeting (AGM) of IDP Education Limited ABN 59 117 676 463 (IDP Education, IDP or the Company) will take place on Tuesday, 15 October 2024 at 10.00am AEDT in person at Assembly Room I & II, Events Centre, Level 5, Collins Square, 727 Collins Street, Docklands VIC 3008 and online at <https://meetings.linkgroup.com/IEL24>.

Item 1: Financial Report

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of IDP Education Limited for the financial year ended 30 June 2024.

Item 2: Re-election of Non-Executive Directors

Item 2(a) Re-election of Prof Colin Stirling

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

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

Item 2(b) Re-election of Mr Chris Leptos AO

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

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

Item 3: Remuneration Report

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

"That the Remuneration Report for IDP Education Limited (which forms part of the Directors' Report) for the financial year ended 30 June 2024 be adopted."

A voting exclusion applies to this resolution (see voting exclusion notes on **page 2** for details).

Item 4: Grant of Performance Rights to the Chief Executive Officer and Managing Director, Ms Tennealle O'Shannessy

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

(a) *"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant to Ms Tennealle O'Shannessy of up to a maximum of 87,719 Performance Rights under the IDP Employee Incentive Plan and on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting."*

(b) *"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant to Ms Tennealle O'Shannessy of 87,719 Service Rights under the IDP Employee Incentive Plan and on the terms and conditions described in the Explanatory Memorandum accompanying this Notice of Meeting."*

A voting exclusion applies to this resolution (see voting exclusion notes on **page 3** for details).

Voting Exclusions for Items 3 and 4

Voting Exclusion for Item 3

The Company will disregard any votes cast on the resolutions in Item 3:

- by or on behalf of a person who is a member of the Company's Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2024, and their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Company's KMP on the date of the AGM and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on the resolution in Item 3:

- in accordance with the directions on the proxy form; or
- by the person chairing the meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolutions in Item 3 are connected with the remuneration of the Company's KMP.

The Chair of the AGM intends to vote all available proxies in favour of the resolution in Item 3.

Business *continued*

Voting exclusions for Item 4

The Company will disregard any votes cast in favour of the resolution in Item 4:

- by or on behalf of Ms O'Shannessy or any of her associates (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of the Company's KMP on the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast on the resolution in Item 4:

- as proxy or attorney for a person entitled to vote on the resolution in Item 4 in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the resolution in Item 4 by the person chairing the meeting in accordance with an express authorisation to exercise the proxy as the chair decides; or

- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution in Item 4; and
 - the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair of the AGM intends to vote all available proxies in favour of the resolution in Item 4.



Voting Procedures

Entitlement to vote

You are eligible to participate by voting at the AGM if you are registered as a Shareholder of the Company as at 7.00pm (AEDT) on Sunday, 13 October 2024. The number of shares you hold at that time determines your voting entitlement.

All resolutions will be by poll

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

How to vote

Direct Vote before the AGM

If you wish to vote directly prior to the AGM, please go to <https://meetings.linkgroup.com/IEL24>. You should mark "For", "Against" or "Abstain" for each Item. If you vote on at least one Item, but leave the other Item(s) blank, the vote on the Item(s) marked will be valid but no vote will be counted in the Item(s) left blank.

If you leave the voting boxes blank for all Items, the Chair of the AGM will be deemed to be your appointed proxy for all Items. The voting intentions of the Chair of the AGM in respect of the resolutions in each Item are set out on page 5.

Direct Vote at the AGM

Shareholders will be able to vote directly at any time between the start of the AGM and the closure of voting, as announced by the Chair of the AGM during the meeting, by following the instructions on page 5 or in the Online Meeting Guide available at <https://investors.idp.com/AGM>.

Appointment of Proxy

A Shareholder who is entitled to vote at this AGM is entitled to appoint not more than two proxies to vote in place of the Shareholder. If you appoint two proxies, each will require a separate form.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM.

The representative should bring to the AGM evidence of their appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct a proxy on how to vote on an item of business or should any resolution other than those specified in this Notice of Meeting be proposed at the AGM, your proxy may vote or abstain from voting on that resolution as they see fit (subject to any applicable voting exclusions). If you submit your proxy form with a direction on how to vote but do not nominate the identity of your proxy, then the Company will deem the Chair of the AGM as your proxy to vote on your behalf.

If you submit your proxy form with a direction on how to vote and your nominated proxy does not participate in the AGM or does not vote on the resolution in accordance with your directions, the Chair of the AGM will act in place of your nominated proxy and vote in accordance with your instructions.

Subject to any applicable voting exclusions:

- If a Shareholder has not directed their proxy how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints, or is taken to have appointed, the Chair of the AGM as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting (see Page 5).

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 proxy forms.

Voting Procedures *continued*

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.

Chair's Voting Intentions

Subject to any applicable voting exclusions, if the Chair 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 Chair intends to exercise the relevant Shareholder's votes in favour of the resolutions in Items 2 to 4; and
- the Shareholder is directing the Chair to vote in accordance with the Chair's voting intentions for Items 3 and 4 even though Items 3 and 4 are connected with the remuneration of Key Management Personnel.

Submitting your Voting/Proxy Form

To be valid, a Voting/Proxy Form must be received by the Company in the manner set out in this Notice of Meeting. The decision of the Chair of the AGM on the validity of a Direct Vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting/Proxy Form not received in this manner.

For your proxy or Direct Vote prior to the AGM to be effective, your completed Voting/Proxy Form must be received by the Company's share registry, Link Market Services, no later than 10.00am (AEDT) on Sunday 13 October 2024 (Proxy Deadline). After this time, you will still be able to lodge your Direct Vote during the AGM by submitting your Direct Vote using the online platform.

Voting/Proxy Forms may be submitted the following ways:

Online: Via the Company's Share Registry Investor Centre at <https://investorcentre.linkgroup.com>. You will need your Securityholder Reference Number (SRN) or Holding Identification Number (HIN) and postcode for your shareholding.

Mobile device: Using a mobile device by scanning the QR code on the back of the Voting/Proxy Form. You will also need your SRN or HIN and postcode for your shareholding.

By post:

Link Market Services Limited
Locked Bag A14
Sydney South
NSW 1235 AUS

By hand delivery

Link Market Services Limited
Parramatta Square,
Level 22,
Tower 6
10 Darcy Street
Parramatta NSW 2150

By facsimile: +61 2 9287 0309

Submitting questions

Before the AGM

Shareholders can submit questions or make comments in advance of the AGM via the share registry website at <https://investorcentre.linkgroup.com> and logging into their personal holding. Please submit any questions or comments by 10.00am (AEDT) Sunday 13 October 2024. Questions will be collated and, during the AGM, the Chair and/or CEO will seek to address as many of the frequently raised topics as possible.

During the AGM

Shareholders will be able to submit questions at any time during the AGM:

- If attending the AGM in person, by raising your hand and waiting for the Chair of the AGM to call on you.
- If attending the AGM online, by using the 'Ask a Question' tab on the screen. You are encouraged to ask your questions or make your comments as early as possible in the AGM.

Conduct of the AGM

The Company is committed to ensuring that its Shareholder meetings are conducted in a manner which provides those Shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. The Company will not allow conduct at any Shareholder meeting which is discourteous to those present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the AGM will exercise his powers as the Chair to ensure that the AGM is conducted in an orderly and timely fashion, in the interests of all attending Shareholders.

If technical issues arise, the Company will have regard to the impact of the technical issues on Shareholders participating and casting direct votes online, and the Chair of the AGM may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the AGM if it is appropriate to do so.

By order of the Board.



Ashley Warmbrand
Company Secretary
13 September 2024

Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting.

Item 1 – Financial Reports

As required by Section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the AGM. The Financial Report contains the financial statements of IDP Education Limited and its subsidiaries. There is no requirement for a formal resolution on this item.

AGM attendees are invited to direct questions to the Chair of the AGM on any aspect of the Annual Financial Report, Directors' Report and Auditor's Report they wish to discuss. The Chair 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 Auditor's 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.

Shareholders may submit written questions or comments to the Company in relation to the above matters. The way to do this is outlined earlier in the Notice of Meeting.

Item 2: Election of Directors

Item 2(a) Re-election of Professor Colin Stirling

Prof Stirling 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.

Prof Stirling is currently a Director of both Education Australia Limited and the General Sir John Monash Foundation 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, Prof Stirling began his award-winning scientific career at the University of California, Berkeley.

The Board considers Prof Stirling to be independent.

Recommendation

The Directors (with Prof. Stirling abstaining) recommend that Shareholders vote in favour of the resolution in **Item 2(a)**.

Item 2(b) – Election of Mr Chris Leptos AO

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

Mr Leptos is also the Chairman of Summer Foundation, Chairman of Liberty Housing, and the Independent

Reviewer of the Food and Grocery Code under the Competition and Consumer Act.

Previously, Mr Leptos was 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.

In 2000 he was designated a Member of the Order of Australia for services to business and the community, and in 2022 he was designated an Officer of the Order of Australia for services to the public sector and education. Mr Leptos is a Fellow of the Institute of Chartered Accountants and a Fellow of the AICD.

Mr Leptos has advised the Board that, should he be re-elected, he expects to transition off the Board during this next three year term to assist with the ongoing orderly refresh of the Board.

The Board considers Mr Leptos to be independent.

Recommendation

The Directors (with Mr Leptos abstaining) recommend that Shareholders vote in favour of the resolution in **Item 2(b)**.

Item 3: 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 2024 contains the Remuneration Report, which is set out on pages **43-63** of the 2024 Annual Report.

A copy of the 2024 Annual Report can be found on the IDP Education website at <https://investors.idp.com>.

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 2024.

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. The Board will

Explanatory Memorandum *continued*

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 described in the Remuneration Report, the Directors recommend that Shareholders vote in favour of the resolution in **Item 3**.

Item 4: Grant of Performance Rights to the Chief Executive Officer and Managing Director, Ms Tennealle O'Shannessy

Item 4(a) Grant of Performance Rights to Ms Tennealle O'Shannessy

Item 4(b) Grant of Service Rights to Ms Tennealle O'Shannessy

It is a core tenet of IDP's remuneration philosophy that our executives' reward should be aligned with our shareholders' experience. Consequently, the Board is seeking Shareholder approval for a Long-Term Incentive (LTI) comprising Performance Rights and a one-off grant of an Alignment Rights Incentive (Alignment Rights) comprising Service Rights for Ms O'Shannessy.

Listing Rule 10.14 provides that a listed company must not issue equity securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders. Ms O'Shannessy is a Director of the Company. Shareholder approval is being sought for the purposes of Listing Rule 10.14 to give the Company the flexibility to issue shares to satisfy Performance Rights and Alignment Rights that are granted to the CEO.

Background

The proposed Incentives have been designed to be consistent with the Board's executive remuneration principles which aspire to fairly reward and retain our executives to deliver our strategy and create sustainable value for shareholders.

During FY24 the Board approved a revised strategy setting the direction for the organisation. In line with this a review of the remuneration framework, fixed remuneration and incentive arrangements for the Executive Key Management Personnel responsible for delivering the strategy was conducted by the Board. The review included benchmarking of remuneration against a range of ASX-listed companies.

As part of this review, the Board was cognisant that in FY25 it is setting performance targets in an environment where the regulatory and market environment for international education remains uncertain. While the business remains well placed to navigate the conditions, due to unforeseen regulatory changes, the global market outlook means the Company expects international student volumes to decline by 20-25% in FY25 relative to the volumes experienced in FY24.

Critical to the delivery of the strategy is the motivation and retention of key leaders. As outlined in the Company's FY24 Remuneration Report, none of the Performance Rights received by Ms O'Shannessy since her appointment (FY23 and FY24 grants) are now likely to vest due to the unforeseen regulatory changes affecting market conditions and the ambitious targets that were set prior to the industry disturbance.

Through the issue of Alignment Rights, the Board's intention is that Ms O'Shannessy will have meaningful alignment with the future experience of shareholders, as she navigates the Company through this extremely challenging period, and a strong retention incentive will be in place. This creates stability to support IDP's experienced Global Leadership Team, strategic momentum to deliver the revised strategy, and therefore IDP's future success. Subject to shareholder approval, in FY25, it is proposed that Performance Rights and Alignment Rights will be issued to Ms O'Shannessy.

When considering Ms O'Shannessy's fixed remuneration and benchmarking data, the Board has decided to align remuneration to the market median for her role. This adjustment recognises the Board's confidence in Ms O'Shannessy to lead the organisation through this critical period and beyond. It ensures fair remuneration to retain our skilled talent. Effective from 1 July 2024, Ms O'Shannessy's Fixed Annual Remuneration (FAR) was increased by 22.4% or \$256,000 to \$1.4m.

The STI and LTI target and maximum opportunities as a percentage of FAR are unchanged with the quantum of the opportunities increasing in line with the FAR increase. Targets have been set that, in the opinion of the Board, are challenging in IDP's current and anticipated circumstances and may result in neither the STI or LTI being received by Ms O'Shannessy.

For the STI component, consistent with prior offers, 50% of any amount above \$100,000 will be satisfied through the grant of Service Rights subject to a vesting condition that the CEO remains employed for a further 12 months from the end of the financial year.

A one-off grant of Alignment Rights set at 100% of FAR is proposed to be provided as Service Rights as set out in the table below.

The details of the Ms O'Shannessy's remuneration for FY25 are as follows:

Fixed Annual Remuneration (FAR)	Short Term Incentives (STI)	Long Term Incentives (LTI) Performance Rights	Alignment Rights
\$1,400,000	100% of FAR at target Up to a maximum of 200% of FAR	100% of FAR	100% of FAR

Information on past Company performance and executive incentive outcomes on equity grants is set out in the Company's 2024 Remuneration Report.

Explanatory Memorandum *continued*

Approval sought – LTI Performance Rights and Alignment Rights

Item 4 seeks approval for both the grant of:

- LTI Performance Rights with a maximum value of \$1,400,000; and
- Alignment Rights with a maximum value of \$1,400,000.

A summary of the material terms of the Performance Rights and Alignment Rights that will be offered under the IDP Education Employee Incentive Plan (IDIP) is included within this Explanatory Memorandum.

Performance Rights – including review of performance conditions

The Board is seeking Shareholder approval for a proposed grant of Performance Rights to Ms O’Shannessy. The Performance Rights will be awarded under the IDIP in respect of the FY25 LTI grant.

The Board considers performance-based securities as an important tool with which to incentivise its key personnel, retain and attract talent, generate long term shareholder value and reward strong outperformance. The Board considers the offer of Performance Rights as set out in this Explanatory Memorandum to be critical to ensuring the Company retains key talent within the Company and to remain competitive.

In the face of a high degree of industry uncertainty and regulatory change, the Board conducted a review of its executive remuneration framework, concluding that:

- Overall, the IDP Remuneration framework including the LTI Performance Rights is fit for purpose;
- EPS growth and relative Total Shareholder Return (rTSR) performance should be retained as a key measure of IDP’s long-term performance; and
- a new performance condition should be introduced to measure attainment of key strategic priorities.

The performance conditions applying to the LTI Performance Rights are as follows.

- Tranche 1 - 45% of the total Performance Rights – EPS growth
- Tranche 2 – 20% of the total Performance Rights – rTSR
- Tranche 3 – 35% of the total Performance Rights – Strategic measures

Vesting of the LTI Performance Rights is subject to achieving performance conditions that are designed to align the interests of Ms O’Shannessy with those of shareholders.

Tranche 1 – EPS growth (45% of total number of Performance Rights)

EPS has been retained as it is seen to be an important measure of company performance and success over time. In designing the EPS growth performance measure, the Board has considered:

- as the leading quality player in the sector, IDP continues to be well placed to grow market share and earnings over the performance period;
- there remains considerable regulatory and geopolitical uncertainty which means it is difficult to confidently predict FY27 EPS;
- assuming no further change in key immigration and policy settings, the Company expects that international student volumes (as measured by the total number of international students commencing study in IDP’s six key destination markets), will decline by 20-25% in FY25 relative to the volumes (and record revenue) experienced in FY24 (the base year for the EPS growth calculation);
- the need to continue to drive for strong earnings growth performance and incentivise executive talent over a challenging period; and
- the uncertainty of short to mid-term market conditions, long-term structural growth drivers for the international education market and confidence in IDP’s strategies, including the focus areas of student placement market share increase, product innovation and increased efficiency.

Taking these considerations into account, the Board has broadened the vesting schedule, including commencing vesting at 25%, with demanding and stretch EPS growth required to earn 100% vesting at 9% EPS compound annual growth rate (**CAGR**), equating to almost 30% EPS growth over the three-year performance period ending in FY27. The Board considers the threshold as a fair and reasonable entry point, particularly considering the significant reduction in student volumes already experienced in 2024.

The vesting schedule for Tranche 1 of the Performance Rights is set out in the following table:

EPS CAGR Measured from FY24 to FY27*	Percentage of Tranche 1 Rights that vest
Less than 1% per annum	0% of rights will vest
Greater than or equal to 1% per annum	25% of rights will vest
Greater than or equal to 5% per annum	50% of rights will vest
Greater than or equal to 9% per annum	100% of rights will vest

* Proportional straight-line vesting between 1% and 5% and 5% and 9% will apply. FY24 Base year EPS is 47.69 cents per share

The Board has the discretion to adjust for material one off impacts to EPS to ensure the intent and integrity of the EPS hurdle is preserved (for example, if there is a change in the accounting standards that materially impacts the EPS calculation whether positively or negatively). The Board has never exercised this discretion.

Explanatory Memorandum *continued*

Tranche 2 – Relative Total Shareholder Return (rTSR) (20% of total number of Performance Rights)

In FY24, IDP's performance was ranked by percentile according to its TSR relative to the TSR of the companies comprising the S&P ASX 100 Accumulation Index (excluding Banks, Financials, Resource and Real Estate companies). This year the comparator group has been extended to the S&P ASX 200 Accumulation Index (excluding Banks, Financials, Resource and Real Estate companies) over the period from 1 July 2024 to 30 June 2027.

The selection of this group for comparison reflects IDP's market capitalisation (MCAP) and position at about the median of the group from an MCAP perspective, whilst seeking to exclude companies from very different industries. Relative TSR has been chosen as a performance hurdle as it provides a direct link between executive remuneration and shareholder return relative to the Company's peers.

A relative measure is important, as it removes from the assessment broad market share price movements which are out of the control of the executives. The executive will not derive any value from the rTSR performance rights unless IDP's performance meets or exceeds the median of the benchmark group.

The percentage of FY25 LTI performance rights subject to rTSR that vest will be as follows:

TSR Ranking achieved	Percentage of Tranche 2 Rights that vest
Below the 50th percentile	0% of rights will vest
Equal to or greater than 50th percentile*	50% of rights will vest
Greater than 75th percentile	100% of Rights will vest

* Proportional straight-line vesting between 50th percentile and 75th percentile will apply

If necessary to avoid an anomalous result, the Board may make adjustments in measuring performance to ensure the intent of the incentive plan is maintained.

If any of the selected companies are delisted for any reason during the Performance Period their TSR result at the time of delisting will be deemed to be the TSR result for the Performance Period.

Tranche 3- Strategic Measures (35% of total number of Performance Rights)

The achievement of priorities aligned to the Company's strategic plan is critical to positioning IDP for its next phase of growth and the continued creation of shareholder value. Therefore, vesting of 35% of the Performance Rights will be subject to performance against strategic measures.

The strategic measures refer to a range of financial and non-financial outcomes which focus on the execution of IDP's strategy with the goal of enhancing sustained long-term growth and value creation for shareholders.

As outlined with the release of our FY24 results, the focus of the business in the medium term is on three key areas:

- Market share – The sector's increased focus on quality and the unique services that IDP provides is expected to drive meaningful market share increases in student placement.
- Product innovation – Investment in strategic growth areas will continue to ensure growth can accelerate when market conditions improve.
- Efficiency – Management will continue to deliver efficiency gains in business operations whilst balancing the need to invest to maximise long-term shareholder returns.

Tranche 3 Performance Rights will be subject to the achievement of the measures supporting IDP's delivery of its refreshed strategy which contains objectives centred on market share growth including expansion into new markets, product innovation and efficiency improvements across IDP's key business lines of Student Placement and English Language Testing.

Performance will be measured against these Strategic Measures over the three-year performance period ending 30 June 2027. The proportion of Performance Rights that may vest will be determined based on the Board's assessment of performance across the financial and non-financial outcomes. If necessary to avoid an anomalous result, the Board may make adjustments in measuring performance to ensure the intent of the incentive plan is maintained.

Due to the competitively sensitive nature of these Strategic Measures, the Board has determined to disclose their assessment upon vesting of any performance rights.

Alignment Rights

Item 4 seeks approval for the issue of Alignment Rights to Ms O'Shannessy. It is proposed that Ms O'Shannessy be awarded a one-off grant of Alignment Rights comprising Service Rights in FY25 under the Company's IDIP.

Ms O'Shannessy joined IDP in February 2023 and has received two LTI grants (FY23 and FY24 grants), which were intended to provide strong alignment with shareholders and retention. As disclosed in the FY24 Remuneration Report, these LTI grants are unlikely to vest given the market changes outside the control of IDP.

This means that Ms O'Shannessy currently does not have meaningful alignment with the future experience of shareholders nor material retention in place. This creates significant risk to the stability of IDP's experienced Global Leadership Team, strategic momentum and therefore, IDP's future success. The use of Alignment Rights aligns with a key principle of IDP's Remuneration framework linking executive remuneration and shareholder outcomes. This is achieved through equity incentive plans, executive share ownership and mutual sharing of shareholder returns.

IDP's external environment poses many challenges and disruptions to navigate in the next two to three years. Through this period, it will be essential to retain the Company's high performing CEO and have stability across our executive team to deliver on our ambitious agenda. This will help to ensure that IDP and its shareholders are well positioned to benefit from the strong demand for international student movement, notwithstanding the current challenges.

To mitigate this risk, subject to shareholder approval, Alignment Rights of 100% of FAR will be issued to Ms O'Shannessy.

No performance conditions will apply to the Alignment Rights but will be subject to an employment service condition until 31 August 2026.

Why Performance Rights and Alignment Rights

IDP has elected to use Performance Rights and Alignment Rights (granted in the form of Service Rights) because they create share price alignment between Ms O'Shannessy and IDP shareholders but do not provide Ms O'Shannessy with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights and/or Alignment Rights vest and shares are allocated.

Other terms and conditions applying to Performance Rights and Alignment Rights

An overview of the key terms of the proposed grant of Performance Rights and Alignment Rights to Ms O'Shannessy are set out below.

Number of Performance Rights and Alignment Rights

Subject to Shareholder approval, Ms O'Shannessy will be granted:

- 87,719 Performance Rights - \$1.4m divided by \$15.96
- 87,719 Alignment Rights - \$1.4m divided by \$15.96

The number of Performance Rights and Alignment Rights to be granted has been calculated by dividing Ms O'Shannessy's LTI Performance Rights and Alignment Rights opportunity (each being 100% of FAR) by the five-day Volume Weighted Average Market Price (VWAP) for IDP shares calculated from the date after the release of IDP's FY24 financial results (rounded down to the nearest whole number). The VWAP was calculated as \$15.96.

Consideration

No consideration will be payable for the Performance Rights or Alignment Rights and no exercise price will be paid or payable.

Performance Period - Performance Rights

The EPS CAGR, rTSR and Strategic Measures outlined above will be tested over a three-year performance period (from 1 July 2024 to 30 June 2027). As IDP's full-year results are not typically announced to the market until late August each year, the final number of Performance Rights that vest will not be determined until after this time.

Performance Rights Vesting date

The proposed Performance Rights will vest on 31 August 2027 if the performance conditions (detailed earlier) are met for the period of three years to 30 June 2027. They will expire on 30 September 2027, if not exercised.

Alignment Rights Vesting date

The proposed Alignment Rights will vest on 31 August 2026 with continuous employment being the only vesting condition. There are no performance conditions. They will expire on 30 September 2026 if not exercised.

Grant date

IDP's Malus and Clawback policy will apply to the grant of Performance Rights or Alignment Rights to Ms O'Shannessy.

If shareholder approval is obtained under Item 4, it is intended that the Performance Rights and Alignment Rights will be granted to Ms O'Shannessy on 16 October 2024, and in any event, no later than 31 December 2024.

Cessation of Employment

If Ms O'Shannessy ceases employment before the Performance Rights and/or Alignment Rights vest, the unvested rights will be forfeited.

The Board may, in its absolute discretion, determine that Ms O'Shannessy is a "good leaver". If Ms O'Shannessy is a "good leaver", then the Board has the discretion to allow Ms O'Shannessy to retain a portion of the Performance Rights and/or Alignment Rights (any retained Performance Rights may remain subject to the performance conditions) or to apply another treatment depending on the circumstances surrounding the departure.

Should the Board not exercise this discretion, any unvested Performance Rights and Alignment Rights will lapse on cessation of employment.

Allocation of shares on exercise

Subject to satisfaction of the relevant performance and/or service conditions, a vested Performance Right or Alignment Right will be exercisable by Ms O'Shannessy by delivery to the Company of a signed exercise notice or will be automatically exercised within the period specified by the Board in the invitation letter.

Upon the exercise of a Performance Right or Alignment Right, the Board will instruct the trustee of the IDP Employee Share Trust to acquire, subscribe for and/or allocate a share to Ms O'Shannessy, and the trustee will hold those shares on trust for Ms O'Shannessy, in accordance with the relevant Plan rules. Each Performance Right or Alignment Right that is exercised entitles the participant to one ordinary share.

If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an Award by a Participant, make a cash payment to the Participant equivalent to the Fair Market Value as at the date of exercise of the Award (less any unpaid Exercise Price applicable to the exercise of the Award) multiplied by the relevant number of Shares required to be issued or transferred to the Participant upon exercise of the Award.

Shares issued or transferred on the exercise of a Performance Right or Alignment Right will rank equally in all respects with other issued ordinary shares in the Company and the Company must apply for the quotation of such shares.

Dividends

Performance Rights and Alignment Rights are not eligible for dividends.

Forfeiture and Testing

Performance Rights for which the performance conditions are not satisfied will be forfeited immediately after the performance measurement is finalised. There will be no retesting.

A Performance Right or Alignment Right will lapse on the earlier of:

- the cessation of employment of Ms O'Shannessy (unless the Board exercises discretion where Ms O'Shannessy is a "good leaver");
- any vesting (performance or service) conditions not being satisfied (or the Board determining that they cannot be met prior to the expiry date); and
- the expiry date.

Change of Control

For the proposed Performance Rights and Alignment Rights, if a takeover bid or other public proposal is made for voting shares in the Company which the Board reasonably believes is likely to lead to a change of control, unvested Performance Rights and unvested Alignment Rights may vest at the Board's discretion, having regard to pro rata performance, if performance conditions apply, and the circumstances leading to the potential change of control.

Hedging of Unvested Rights

Ms O'Shannessy must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested rights.

Malus and Clawback

IDP's Malus and Clawback policy will apply to the grant of Performance Rights or Alignment Rights to Ms O'Shannessy. The Policy can be found on the IDP Investor Centre.

Loans

No loans have or will be made in respect of Ms O'Shannessy's proposed acquisition of Performance Rights or Alignment Rights under this Item.

Other information required by ASX Listing Rules

Ms O'Shannessy has previously been granted 8,722 Service Rights and 75,007 Performance Rights under the IDIP, which were approved by shareholders at the 2022 and 2023 Annual General Meetings.

Details of any Performance Rights and Alignment Rights issued under the IDIP will be published in the Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

All Directors and full-time or part-time employees are eligible participants under the IDIP. The Board may, in its sole and absolute discretion, determine that an eligible participant may participate in the IDIP and make an invitation to that participant. Any additional people covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights or Alignment Rights under the Plan after this item 4 is approved, and who were not named in this Notice of Meeting, will not participate until approval is obtained under that rule.

Outcome if shareholder approval is not obtained

If shareholder approval is not obtained for the relevant grant, the proposed grant of the rights will not proceed. This may impact the Company's ability to incentivise Ms O'Shannessy, to align her interests with those of shareholders and to align her remuneration arrangements with the remuneration arrangements of the market and that of the Company's other senior executives.

In these circumstances, the Board will need to consider alternative remuneration arrangements (such as a cash payment) to appropriately remunerate and incentivise Ms O'Shannessy).

Recommendation

The Directors (with Ms O'Shannessy abstaining), recommend that Shareholders vote in favour of the resolution in **Item 4**.

Corporate Directory

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Stock exchange listing

IDP Education Limited shares are listed on the Australian Securities Exchange (Listing code: IEL)

Website

www.idp.com

ABN

59 117 676 463





www.idp.com

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