

Friday, 18 November 2022

The Manager
Market Announcements Office
Australian Securities Exchange

Dear Manager,

2022 Annual General Meeting – Chair’s Address and Chief Executive Officer’s Address

In accordance with Listing Rule 3.13.3, attached are the addresses to be delivered by Ms Cass O’Connor, Chair and Mr Glenn Elith, CEO, at this morning’s Annual General Meeting.

Also attached are copies of the slides to be used during the presentations at the meeting.

This announcement has been approved for release by:



Lisa Jones
Company Secretary



**iCOLLEGE LIMITED
2022 ANNUAL GENERAL MEETING
CHAIR'S ADDRESS BY CASS O'CONNOR**

I seemed to have joined iCollege at a rather opportune time.

I am very optimistic for Australia's tertiary vocational and higher education sectors in general and iCollege in particular.

The acuteness of Australia's skills shortages has prompted the Albanese Government to reverse the real, over decade long funding cuts suffered by TAFEs servicing our domestic students. The "TAFE winter", coupled with other short-term policies of previous Federal Governments, saw the VET vacuum filled with some decent but too many plain shonky operators who were doing little for students and damaging the reputation of the entire sector.

We applaud the Federal Treasurer's October Budget announcements for the sector, and Glenn will speak of these in more detail. Applaud with caveats: we strongly recommend Treasurer Chalmers and Minister Clare:

1. Allocate even 1% of the budgeted funds to ensure operators are fit and proper educators, focused on student outcomes and have no prior history with shonky operators; and
2. Improve on the track records of certain of your predecessors by ensuring there are enough teachers to teach before opening up tens of thousands of student places. Further, by ensuring that the students who are enrolled are genuinely interested in seeking careers and not simply signing up to government funded courses to receive other forms of welfare.

For the international student sector, we applaud the Albanese Government's actions on improving working and pathways-to-residency rights. In our third piece of unsolicited advice to the Ministers:

3. Tap your Federal and State counterparts in Tourism on the shoulder to co-market Australia as the #1 global study destination. Every \$1 spent by international students in tuition fees results in another dollar spent by them, their visiting families and friends in tourism. It's a no-brainer.

And finally, for both domestic and international students:

4. Consider more flexible accreditation options. Collaborations between tertiary providers with different workforce pathways could helpfully allow dual-credentials, micro-credentials and other qualifications to more swiftly and effectively fill workforce gaps. The students are demanding it, the employers are crying out for it.

iCollege can and would be delighted to assist considerations for the rollout of your promising policies. Come speak with us.

We are by far the largest private English Language educators in Australia and we believe largest private education business overall. Glenn and his team are among the most knowledgeable in the sector today. Three of our most senior executives began with the company as its students over a decade ago and have built their careers with an organisation they love. The combined industry experience of Glenn's Senior Executive Team spans broadly across the sector, so they have important perspectives. This student-focused Team helped its international students weather the pandemic by linking them with food-banks, crisis counselling, and providing financial hardship payments and accommodation support. Those students are now our word-of-mouth advocates, globally.

Finally, Glenn and his team are generous with their knowledge, are committed to exceptional student experiences and outcomes, and have built a culture where employees are passionate and satisfied.

Did I mention how optimistic I am about iCollege?

[CEO's Address commences on next page]



iCOLLEGE LIMITED
2022 ANNUAL GENERAL MEETING
CEO'S ADDRESS BY GLENN ELITH

Good morning.

It's been an extraordinary year for iCollege since the last annual general meeting. In that time the organization has:

- Completed a rigorous integration of the RedHill acquisition and overachieved targeted cost synergies;
- Quickly re-ignited international student revenues when borders into Australia re-opened in late December 2021;
- Delivered explosive growth in international student numbers and revenues to well above pre-covid levels;
- Grown domestic student numbers and revenues in its vocational and higher education courses;
- Leveraged the group's existing campus locations and capabilities to geographically expand operations for existing brands;
- Achieved operating leverage as revenues have grown, back-office functions have been re-organized, and campuses have been more highly utilized;
- Expanded existing campuses to support expected growth in student numbers; and
- Enhanced iCollege's strong positive reputation as an employer of choice through our active industry engagement and continued focus on quality student experiences and outcomes.

Growth drivers

We expect the following areas will be key drivers of revenue and profit growth in H2 FY23 and FY24:

A. English language courses delivered to international students

International students seeking to undertake vocational or higher education studies in Australia must first demonstrate a sufficient level of English language proficiency and many will therefore require a period of English language study. iCollege operates one of the largest private English language colleges in Australia through our Greenwich English brand.

This year English language student numbers and revenues have grown strongly, and by the end of December 2022 we expect to have over 4,000 students actively studying English language across our campuses in Sydney, Melbourne, and Brisbane. This is more than double the peak pre-covid number of English language students studying at iCollege, and the number of students is expected to grow even further in the second half of FY23.

iCollege's English language growth can be attributed to:

- Australia's resilience as a study destination for international students;
- Our strong supply chain relationships with a global network of international student recruitment agents;
- Our unwavering focus on providing quality learning experiences and outcomes for students;
- Winning market share in an environment where competitor numbers have reduced by at least 20% because of college closures during covid; and
- Australia's resilience as a study destination for international students.

B. Packaging and upselling English language students into other courses

International students studying English language at iCollege require an average period of five to six months of studies before their language proficiency is sufficient to enable them to progress into other vocational or higher education courses. A strategic growth priority for iCollege is to seek to maximise student lifetime value by offering progressing English language students a wide range of other courses and delivery locations to choose from within the iCollege portfolio.

We experienced material declines in the number of international students progressing from English language into other vocational or higher education courses while Australia's international borders were closed. However, we were pleased to announce recently that student progressions have resumed and are expected to contribute to strong revenue growth in H2 FY23 and FY24.

Pre-covid approximately 30% of iCollege English language students progressed into other vocational or higher education courses within the group. We now have a broader course range and additional course delivery locations to offer which will benefit our student progression opportunities.

C. Expanding to grow

Over the last year iCollege has undertaken the following organic expansion activities:

- Opened a new Brisbane campus, which it intends to expand in early 2023 to support expected growth in student numbers which will drive increased revenue;
- Launched its Greenwich international student brand into Brisbane, which has performed strongly since launch;
- Announced that its Greenwich brand will launch in the Gold Coast in January 2023, and that a search for a larger Gold Coast campus is underway to support expected growth in student numbers which will drive increased revenue;
- Obtained regulatory approval to launch four newly developed bachelor degrees, which are currently being actively marketed for first intakes in February 2023;
- Re-opened its overseas student recruitment agency offices in Spain, Italy, France, Chile and Colombia, which were mostly shuttered while Australia's international borders were closed;
- Launched a new range of six vocational hospitality courses under its international student Greenwich brand for first intakes in Brisbane, Gold Coast, Perth and Melbourne in early 2023;
- Reconfigured the Mary Street campus in Sydney to create 12 additional classrooms to support expected growth in student numbers which will drive increased revenue; and
- Launched a retail concept space in the Sydney CBD for international students seeking the services of its Go Study Australia agency business.

We are currently working on other organic expansion initiatives for launch in 2023, and are also planning further investments in online and blended course delivery methods to provide students with greater flexibility and engaging learning experiences. We will update the market about these initiatives in due course.

D. Domestic students – focusing on areas of workforce shortages and growing demand

A significant part of the company's growth in FY23 has been driven by international students returning to Australia in high numbers. However, iCollege domestic student numbers and revenues for our higher education and vocational healthcare courses are also growing in FY23 over the prior year.

Our higher education courses are in creative IT and software development where there is growing demand for graduates. Our Coder Academy brand is performing particularly strongly with positive feedback from students about our blended face-to-face and online delivery approach.

Many of our domestic students undertaking vocational courses in healthcare have job placements embedded into their course, which assists to achieve strong job outcomes with 'in-demand' industries.

Positive government support - international students

Australia has retained its appeal as a compelling destination of choice for international students. Along with long-standing credentials around course quality, personal safety and lifestyle, there have been additional recent Australian Government policy changes to support recovery of the sector including:

- Extending working rights for student visa holders, with unlimited working rights currently in place until the end of July 2023;
- Expanding the skilled migration list for students who are undertaking courses in Australia as a pathway to seeking residency outcomes;
- Extending the post-study working rights for students completing bachelor degree qualifications from two years to four years; and
- Investing resources into improving visa processing turn-around times.

These government policy changes are positively impacting international student demand from iCollege's key source markets.

Positive government support - domestic students

Recent Australian Government budget announcements have included additional funding for domestic students undertaking vocational courses in areas where there are demonstrable workforce shortages. Private training organizations are an important part of the vocational training industry in Australia delivering much needed graduates with quality education to Australian industry. iCollege is optimistic that funding increases will continue to be made available to both public TAFEs and private training organizations.

Strategic M&A

iCollege has a strong balance sheet featuring a solid cash balance and no bank debt making it well placed to consider strategic M&A activity.

We are in the process of recruiting a 'Head of Strategy and Business Development' to work closely with the Board and myself to apply our strategic lens to targeting possible acquisitions in an industry which remains highly fragmented. iCollege has a reputation for delivering high quality education experiences and outcomes with a strong focus on regulatory compliance. Consolidation of education businesses into iCollege's business model will assist with delivering much needed graduates to Australian industry and ensure Australia continues to be perceived as a quality education destination for international students.

Appealing targets for M&A might feature:

- A substantial curriculum area not being taught by iCollege where there is strong industry engagement and job outcomes;
- Opportunities for iCollege to apply its supply chain relationships, accreditations, funding models, campuses and operating capabilities to significantly grow an acquired business;
- Assets such as technologies, skills and capabilities, campuses, or other facilities that upon acquisition may be applied across the broader iCollege group;
- Sensible revenue and cost synergies; and/or
- Bolt-ons that enhance the lifetime value of iCollege students or increase their engagement levels.

Proposed company name change

A resolution being put to shareholders at today's AGM is to approve the name of the company to be changed to "NextEd Group Limited".

iCollege directors and senior executives have gone through a rigorous process of clarifying our desired corporate brand positioning for the recently merged group along with considering updating our vision and values statements to reflect our growth-focused strategies. We wanted a new modern name which heralds our transformation and reflects our forward-looking approach and high growth mindset.

We believe that changing the company name to "NextEd Group Limited" will assist to:

- Lift the company's brand profile with key stakeholders;
- Enhance the impact of refreshed vision and values statements which will be adopted at the same time as the name change; and
- Support our 'employer of choice' brand credentials with existing and prospective employees.

Financial guidance

iCollege is pleased to advise that it expects the following financial results for FY23 first half year:

- Revenues in the range of \$43.0 million to \$44.0 million, which will be 236% to 242% higher than the prior comparative half year; and
- EBITDA in the range of \$5.5 million to \$6.5 million, which will be 344% (\$3.9 million) to 406% (\$4.9 million) higher than the prior comparative half year.

Closing comments

I am proud to work in an organization where I'm surrounded by colleagues who are passionate about helping people improve their lives through education, and I am energized by the extraordinary opportunities ahead of us to deliver significant shareholder value through both organic and inorganic growth strategies.

I take this opportunity to thank my senior executive team and our iCollege employees for their hard work and outstanding achievements over the last year. It is our people's determination to grow and deliver great student experiences and educational outcomes that will make iCollege a powerhouse in the Australian private tertiary education industry.

I'll now hand you back to Cass to resume proceedings.

ANNUAL GENERAL MEETING
18 November 2022

WELCOME & INTRODUCTION

iCollege



MS. CASS O'CONNOR
CHAIRMAN



MR. SIMON TOLHURST
NON-EXECUTIVE DIRECTOR



MS. SANDRA HOOK
NON-EXECUTIVE DIRECTOR



MR. WILLIAM DEANE
NON-EXECUTIVE DIRECTOR



MR. GLENN ELITH
CHIEF EXECUTIVE OFFICER



MR. MICHAEL FAHEY
CHIEF FINANCIAL OFFICER



MS. LISA JONES
COMPANY SECRETARY

CHAIRMAN'S ADDRESS



MS. CASS O'CONNOR
CHAIRMAN

CEO'S ADDRESS

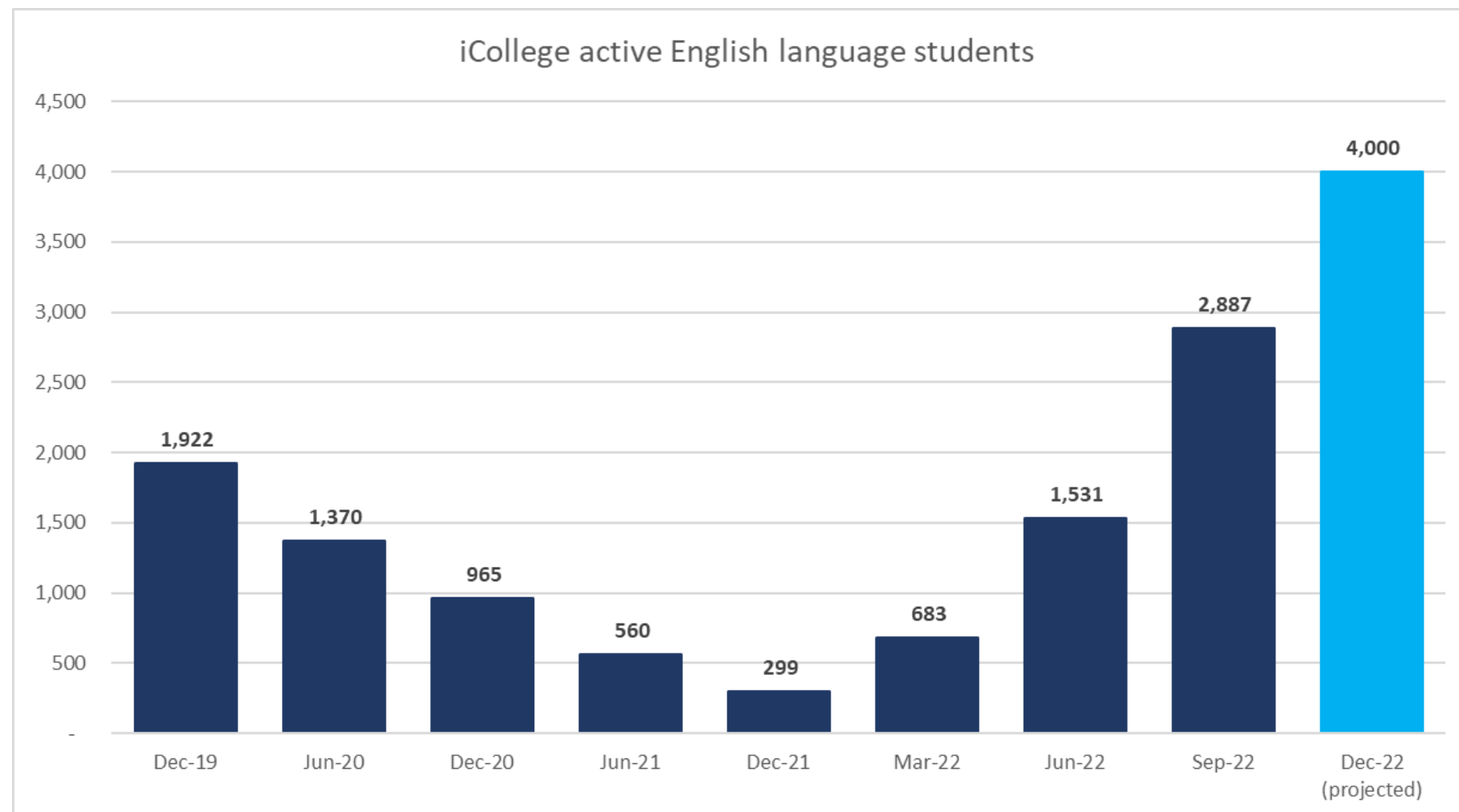


Simon

MR. GLENN ELITH
CHIEF EXECUTIVE OFFICER

Further strong growth in international students

The number of English language students studying at iCollege by December 2022 will be more than double our peak pre-covid numbers



- ◆ By the end of December 2022 we expect to have over 4,000 actively studying English language students across our campuses in Sydney, Melbourne, and Brisbane.
- ◆ The number of English language students is expected to grow even further in the second half of FY23.

Continuing revenue and profit growth trajectory

We expect the following areas to be key drivers of revenue and profit growth in H2 FY23 and FY24

- A. English language courses delivered to international students
- B. Packaging and upselling English language students into other courses
- C. Expansion of our campuses, curriculum and technology to deliver growth
- D. Domestic students – focusing on areas of workforce shortages and growing demand
- E. Positive government support for both domestic and international student markets
- F. Potential for industry consolidated through M&A

Record growth forecast

	H1 FY23 FORECAST	H1 FY22 ACTUAL	CHANGE
Revenue Range	\$43.0m - \$44.0m	\$18.2m	236% - 242%
EBITDA Range*	\$5.5m - \$6.5m	\$1.6m	344% - 406%

** EBITDA is post AASB 16 and H1 FY22 excludes M&A costs incurred in relation to the acquisition of RedHill Education Limited. There are no M&A costs in FY23.*

FORMAL ITEMS OF BUSINESS

18 November 2022 - ANNUAL GENERAL MEETING

Consideration of Annual reports

iCollege

“To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.”

Resolution 1

ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2022 as set out in the 2022 Annual Report.”

Note: The vote on this resolution is advisory only, and does not bind the Directors or the Company.

A voting prohibition statement applies to this Resolution. (Please refer to Notice of Meeting - page 3)

PROXY AND DIRECT VOTES

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	664,697,173	4,500	14,195

Resolution 2

RE-ELECTION OF SIMON TOLHURST

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



“That Simon Tolhurst, who retires by rotation in accordance with ASX Listing Rule 14.4 and Rule 14 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

PROXY AND DIRECT VOTES

RESOLUTION 2 - RE-ELECTION OF SIMON TOLHURST

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	678,384,223	8,668	410,032

Resolution 3

ELECTION OF CASS O'CONNOR

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



“That Catherine (Cass) O’Connor, who retires having previously been appointed as an addition to the Board in accordance with ASX Listing Rule 14.4 and Rule 14.4 of the Company’s Constitution, and having consented to act and being eligible, offers herself for election, is hereby elected as a Director of the Company.”

PROXY AND DIRECT VOTES

RESOLUTION 3 - ELECTION OF CASS O'CONNOR

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	674,188,723	4,168	1,710,032

Resolution 4

CONSOLIDATION OF CAPITAL

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

“That for the purposes of Section 254H of the Corporations Act and for all other purposes, with effect from the date of the 2022 Annual General Meeting, approval is given for the Company to consolidate its issued capital on the basis that:

- (a) every 5 fully paid ordinary Shares in the capital of the Company will be consolidated into one fully paid ordinary Share; and*
 - (b) the Options on issue be adjusted in accordance with ASX Listing Rule 7.22.1,*
- and where the number of Shares held by a member of the Company as a result of the consolidation effected by paragraph (a) or (b) of this Resolution includes any fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share, as applicable, with the consolidation to take effect in accordance with the timetable set out in the Explanatory Statement.”*

PROXY AND DIRECT VOTES

RESOLUTION 4 - CONSOLIDATION OF CAPITAL

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	678,330,169	4,168	410,032

Resolution 5

APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Note: A voting exclusion statement applies to this Resolution.

(Please referent to notice of meeting - pages 4-5)

PROXY AND DIRECT VOTES

RESOLUTION 5 - APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	601,691,389	76,642,948	410,032

Resolution 6

CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

“That, pursuant to and in accordance with Section 157 of the Corporations Act and for all other purposes:

- (a) the name of the Company be changed to NextEd Group Limited; and*
- (b) the Constitution of the Company be amended to reflect the change of name,*

with effect from the date ASIC issues the Certificate of Registration on Change of Name.”

PROXY AND DIRECT VOTES

RESOLUTION 6 - CHANGE OF COMPANY NAME

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	678,065,237	4,500	669,132

Resolution 7

ISSUE OF DIRECTOR OPTIONS TO CASS O'CONNOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“Subject to the approval of Resolutions 8, 9 and 10, that for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to grant 535,714 Director Options (on a pre-share consolidation basis) to Cass O'Connor (or her nominee) and, upon exercise of those Director Options, the acquisition of the ordinary shares underlying those options, in accordance with the terms specified in the accompanying Explanatory Statement.”

Note: A voting exclusion statement applies to this Resolution.

(Please referent to notice of meeting - pages 5-6)

PROXY AND DIRECT VOTES

RESOLUTION 7 - ISSUE OF DIRECTOR OPTIONS TO CASS O'CONNOR

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	615,525,696	49,131,923	14,195

Resolution 8

ISSUE OF DIRECTOR OPTIONS TO WILLIAM DEANE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“Subject to the approval of Resolutions 7, 9 and 10, that for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to grant 339,286 Director Options (on a pre-share consolidation basis) to William Deane (or his nominee) and, upon exercise of those Director Options, the acquisition of the ordinary shares underlying those options, in accordance with the terms specified in the accompanying Explanatory Statement.”

Note: A voting exclusion statement applies to this Resolution.

(Please referent to notice of meeting - pages 6-7)

PROXY AND DIRECT VOTES

RESOLUTION 8 - ISSUE OF DIRECTOR OPTIONS TO WILLIAM DEANE

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	615,359,029	49,131,923	180,862

Resolution 9

ISSUE OF DIRECTOR OPTIONS TO SIMON TOLHURST

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“Subject to the approval of Resolutions 7, 8 and 10, that for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to grant 339,286 Director Options (on a pre-share consolidation basis) to Simon Tolhurst (or his nominee) and, upon exercise of those Director Options, the acquisition of the ordinary shares underlying those options, in accordance with the terms specified in the accompanying Explanatory Statement.”

Note: A voting exclusion statement applies to this Resolution.

(Please referent to notice of meeting - pages 7-8)

PROXY AND DIRECT VOTES

RESOLUTION 9 - ISSUE OF DIRECTOR OPTIONS TO SIMON TOLHURST

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	615,459,029	49,131,923	80,862

Resolution 10

ISSUE OF DIRECTOR OPTIONS TO SANDRA HOOK

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“Subject to the approval of Resolutions 7, 8 and 9, that for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, the Directors be authorised to grant 339,286 Director Options (on a pre-share consolidation basis) to Sandra Hook (or hers nominee) and, upon exercise of those Director Options, the acquisition of the ordinary shares underlying those options, in accordance with the terms specified in the accompanying Explanatory Statement.”

Note: A voting exclusion statement applies to this Resolution.

(Please referent to notice of meeting - pages 8-9)

PROXY AND DIRECT VOTES

RESOLUTION 10 - ISSUE OF DIRECTOR OPTIONS TO SANDRA HOOK

PROXY & DIRECT VOTES	FOR	AGAINST	OPEN USABLE
	615,425,696	49,131,923	114,195

iCollege (ASX:ICT)

End of formal items of business

Thank you for attending.