

NEXTEd GROUP ANNOUNCES LEADERSHIP TRANSITION

NextEd Group Limited (**ASX: NXD**) (**NextEd** or the **Company**), one of Australia's leading providers of tertiary education services to international and domestic students, today announces that its Chief Executive Officer, Mr Glenn Elith, will be stepping down effective 11 November 2024. The Board has appointed Mr Mark Kehoe as the incoming Chief Executive Officer, commencing on 11 November 2024.

Mr Elith has served as NextEd's CEO since October 2021. He was appointed upon completion of the acquisition of RedHill Education Limited, where he had been CEO for over nine years. Mr Elith has decided it is the right time for a leadership change and will support the Board and management team to ensure a smooth transition and seamless handover to Mr Kehoe over the next few months.

Under Glenn's leadership, NextEd has achieved significant milestones including the successful integration of the RedHill acquisition, expanding the Company's course range and geographic footprint, and building an enviable organisational reputation for delivering quality student experiences and outcomes.

NextEd Chair Cass O'Connor said: "My director colleagues and I sincerely thank Glenn for his contributions to NextEd, especially during the past few years of major industry and company disruption. Glenn's leadership and diligence has laid the strong foundations to support NextEd's future. We are pleased to announce that Glenn will remain available into the next calendar year to support the leadership transition. During this time, Glenn will continue to share valuable industry insights as the company navigates the current business and regulatory environment."

NextEd CEO Glenn Elith said: "I am deeply grateful for my time as CEO of NextEd. It has been an honour to lead such a passionate and collaborative team who have demonstrated determination to deliver great results and unleash the potential of our students. I am very proud of what the team has achieved together.

"After leading NextEd and RedHill for over 12 years, it's the right time for me to step away and seek new challenges."

Mark Kehoe brings over 20 years of leadership experience, specialising in driving strategic growth, digital transformation, and operational efficiency across a variety of sectors. He has held executive roles at leading organisations including Grays Group, Virgin Australia, and most recently as CEO of online marketplace and media company Gumtree/CarsGuide/Autotrader. He has successfully led major transformation initiatives, increased consumer demand and operational scale, and developed innovative business strategies across a range of industry sectors. His experience and leadership will be vital as the Company focuses on diversifying revenue and driving growth while delivering exceptional student engagement and success, to further establish its leadership position in the education and vocational training sector.

Ms O'Connor said: "The Board is unanimous in its conviction that Mark is the right leader to steer NextEd through the next pivotal phases of our organisation's development. We are excited to welcome him as CEO. Mark's strategic expertise and experience leading businesses through significant change are critical to achieving NextEd's ambitious goals and delivering sustained, long-term shareholder value."

Incoming CEO Mark Kehoe said: “I’m truly excited to be joining NextEd during this important phase of its journey. Glenn and the team have established a solid platform for the future, and I am eager to build on that foundation and lead the company toward its future goals. The education and vocational training sector is evolving rapidly, and I’m confident that NextEd is poised to remain a key player in the industry. I look forward to collaborating with the talented team at NextEd to unlock new opportunities and drive value for our shareholders.”

Details of the material terms of Mr Kehoe’s terms of employment are included in Annexure A to this ASX Announcement.

This announcement has been approved for release by the Board of NextEd Group Limited.

For further information:

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Summary of Material Terms of Employment Agreement

Appointment	Mr Kehoe will be appointed as Chief Executive Officer with effect from 11 November 2024 (the Commencement Date) under the terms of an Executive Services Agreement (Employment Agreement).
Term	Mr Kehoe's appointment is on an ongoing basis following an initial six-month probationary period and is subject to the termination events and periods detailed below.
Termination	<p>During the probationary period, either the Company or Mr Kehoe may terminate the Employment Agreement on four weeks' notice.</p> <p>Following the end of the probationary period, either the Company or Mr Kehoe may terminate the Employment Agreement on 16 weeks' notice.</p> <p>The Company may also terminate Mr Kehoe's employment summarily without notice for serious misconduct and for certain other prescribed events.</p>
Post-employment restraints	Mr Kehoe is subject to post-employment restraints for up to 12 months after the date of termination.
Fixed remuneration	\$530,000 per annum (inclusive of superannuation).
Sign-on bonus	<p>Mr Kehoe will be issued 1,000,000 performance rights on or around the Commencement Date, which will be issued under Listing Rule 7.1.</p> <p>Such performance rights will automatically convert into ordinary shares (Shares) on a 1:1 basis on the date that is the later of 5 business days following the end of his probationary period and the date that the Company can issue a cleansing notice (if required), and at all times in compliance with the Company's Securities Trading Policy (Sign-On Shares).</p> <p>The Sign-On Shares will be subject to a minimum 6 months escrow, during which they cannot be traded.</p>
Short-Term Incentive	<p>Mr Kehoe is eligible for the following short-term incentives:</p> <p>For the 12-month period ending 30 June 2025</p> <p>Mr Kehoe has a target STI opportunity to receive 50% of his annual Base Salary payable 50% in cash and 50% in Shares. The amount of this STI that may be received is subject to the achievement of defined service and performance conditions (KPIs), which will be disclosed in the Company's 2025 remuneration report.</p> <p>The number of Shares to be issued will be determined based on the VWAP of the Company over the 10 trading days commencing the first trading day following the release of the Appendix 4E (Preliminary Final Report) for the financial year ended 30 June 2025 and they may be subject to restrictions on disposal as determined by the Board.</p> <p>* The STI will be pro-rated to reflect the fact that Mr Kehoe was appointed part way through FY25.</p> <p>For the 12-month period ending 30 June 2026</p> <p>Mr Kehoe has a target STI opportunity to receive 50% of his annual Base Salary* payable 50% in cash and 50% in Shares. The amount of this STI that may be received is subject to achievement of defined service and performance conditions (KPIs) as determined by the Board, which will be disclosed in the Company's 2026 remuneration report.</p> <p>The number of Shares to be issued will be determined based on the VWAP of the Company over the 10 trading days commencing the first trading day following the release of the Appendix 4E (Preliminary Final Report) for the financial year ended</p>

	<p>30 June 2026 and they may be subject to restrictions on disposal as determined by the Board.</p>
<p>Long-Term Incentive</p>	<p>Mr Kehoe is also eligible for the following long-term incentives:</p> <p>For the 12-month period ending 30 June 2025</p> <p>LTI – Shares: Mr Kehoe has a target LTI opportunity to receive 50% of his annual Base Salary* payable 100% in Shares. The LTI is subject to the achievement of defined service and financial performance conditions (KPIs) as determined by the Board which will be disclosed in the Company’s 2025 remuneration report.</p> <p>The number of Shares to be issued will be determined based on the VWAP of the Company over the 10 trading days commencing the first trading day following the release of the Appendix 4E (Preliminary Final Report) for the financial year ended 30 June 2025. The Shares may be subject to restrictions on disposal as determined by the Board.</p> <p>* The LTI will be pro-rated to reflect the fact that Mr Kehoe was appointed part way through FY25.</p> <p>Stretch LTI Tranche 1: On or around the Commencement Date, Mr Kehoe will be issued 600,000 unlisted options (Options) exercisable for ordinary shares in the company on a 1:1 basis which will vest subject to satisfaction of service and performance conditions (KPIs) over a 4-year performance period and will have an exercise price equal to 2.1 x the 5 day VWAP of the Company’s shares immediately prior to the grant date.</p> <p>The performance conditions are tied to NextEd’s share price and require the Company to achieve a price per share of \$0.50 or greater for a continuous period of not less than 30 trading days during the 4-year performance period commencing on the grant date.</p> <p>The LTIs granted will vest 1/3 upon achievement of the KPI, 1/3 on the first anniversary of achievement of the KPI and then 1/3 on the second anniversary of achievement of the KPI.</p> <p>Each 1/3 tranche of Options will be exercisable for a period of 5 years from its date of vesting (Expiry Date). If the Options have not been exercised in that timeframe, they will expire.</p> <p>See below for general terms applicable to the Options.</p> <p>For the 12-month period ending 30 June 2026</p> <p>LTI Shares: Mr Kehoe has a target LTI opportunity to receive 50% of his annual Base Salary payable 100% in Shares. The LTI is subject to the achievement of defined service and financial performance conditions (KPIs) as determined by the Board which will be disclosed in the Company’s 2026 remuneration report.</p> <p>The number of Shares to be issued will be determined based on the VWAP of the Company over the 10 trading days commencing the first trading day following the release of the Appendix 4E (Preliminary Final Report) for the financial year ended 30 June 2026 and may be subject to restrictions on disposal as determined by the Board.</p> <p>Stretch LTI Tranche 1: Stretch LTI Tranche 1 (detailed above) will remain in place, but will only be awarded once or at the future discretion of the Board.</p> <p>Stretch LTI Tranche 2: On or around the Commencement Date, Mr Kehoe will be issued a further 600,000 unlisted Options exercisable for ordinary shares in the company on a 1:1 basis which will vest subject to satisfaction of service and performance conditions (KPIs) over a 4-year performance period and will have an exercise price equal to 2.1 x the 5 day VWAP of the Company’s shares immediately prior to the grant date.</p> <p>The performance conditions are tied to NextEd’s share price and require the Company to achieve a price per share of \$1.20 or greater for a continuous period</p>

of not less than 30 trading days during the four-year performance period commencing on the grant date.

The LTIs granted will vest 1/3 upon achievement of the KPI, 1/3 on the first anniversary of achievement of the KPI and then 1/3 on the second anniversary of achievement of the KPI.

Each 1/3 tranche of Options will be exercisable for a period of 5 years from its date of vesting (**Expiry Date**). If the Options have not been exercised in that timeframe, they will expire.

Terms applicable to the Stretch LTI Tranche 1 and Stretch LTI Tranche 2 Options

An unvested Option will lapse as follows:

- on the earlier of the Expiry Date or the date the service or performance conditions attributable to those Options are not satisfied.
- Subject to the Board determining otherwise in its absolute discretion, on cessation of employment (unless due to death, total and permanent disability or redundancy) or in the event of a change of control of the Company.

Unless otherwise determined by the Board in its absolute discretion, an Option which has vested will lapse on the earlier of the Expiry Date or a determination of the Board that the Option should lapse due to misconduct.

In the event that, prior to the exercise of an Option, there is a reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Options and the exercise price, or both, will be reconstructed in the manner permitted by the ASX Listing Rules.

In the event of a pro rata issue of Shares by the Company (except a bonus issue), the exercise price for the Option will not be adjusted in accordance with ASX Listing Rule 6.22.2.

If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.

The Options will not be transferable. The Shares issued upon exercise of the Options may be subject to restrictions on disposal as determined by the Board.

The Options do not confer any right to vote or entitle the holder to any dividends, return of capital, right to participate in new issues of securities.