

ASX announcement

9 October 2026

Update to Notice of Annual General Meeting

IDP Education Limited (**IDP or the Company**) (ASX: IEL) released its 2026 Notice of Annual General Meeting (**Notice**) to ASX on 24 September 2026.

A copy of the notice is available at the IDP Investor Site and can be accessed [here](#).

Item 4(b) in the Notice seeks shareholder approval for a one-off grant of Transformation Performance Incentive (TPI) Performance Rights to the Chief Executive Officer and Managing Director, Ms Tennealle O'Shannessy, with the terms of grant outlined in the Notice and accompanying Explanatory Memorandum.

As outlined in the Notice and Explanatory Memorandum, the TPI Performance Rights are subject to performance measures and the rights will only vest to the extent the Board determines the performance outcomes have been achieved. Ordinary shares in IDP are provided on vesting as outlined in the Explanatory Memorandum (**Shares**).

Following shareholder feedback on the TPI award, the Board has now determined that any Shares provided on vesting will be subject to restrictions on dealing for a further two years until 31 August 2030 (**Disposal Restriction Period**) on the following terms:

- During the Disposal Restriction Period, Ms O'Shannessy will receive the benefit of any dividends and other shareholder benefits (including voting rights) but will not be able to trade or otherwise deal with the Shares, unless the Board determines otherwise, with any such permission to deal expected to be given only in exceptional circumstances.
- If Ms O'Shannessy ceases employment (other than due to termination for cause) during the Disposal Restriction Period, she will retain the allocated Shares, but they will remain subject to the restrictions on dealing until the end of that period (ie until 31 August 2030), unless the board determines otherwise.
- The Shares may be subject to forfeiture if a Malus or Clawback event within the scope of IDP's Malus and Clawback policy occurs during the Disposal Restriction Period.
- If a change of control in IDP occurs during the Disposal Restriction Period, the restriction on dealing on the Shares may be released at the Board's discretion to enable Ms O'Shannessy to participate in that transaction in the same manner as other IDP shareholders.

For further information please contact:

Investors & Analysts

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