

Notice of 2026 Annual General Meeting and Related Documents

Janison Education Group Limited (ASX: JAN) (Janison or the Company) attaches the following documents in relation to its 2026 Annual General Meeting:

1. Letter to Shareholders;
2. Notice of Annual General Meeting (**Notice**); and
3. Proxy Form.

The Company advises that the Letter to Shareholders, Notice and Proxy Form are being dispatched to shareholders today.

This announcement has been authorised for release by Janison's Board of Directors.

END

For further enquiries, please contact:

Investor Relations

Adrian Mulcahy

Automic Markets

E: adrian.mulcahy@automicgroup.com.au

P: +61 438 630 422

Secretariat

Maria Clemente

Company Secretary

E: maria.clemente@automicgroup.com.au

About Janison

Janison is an Australian-owned education technology pioneer that supports organisations globally with leading online assessment solutions. For over 20 years, we've worked with governments, educators, and corporations to transform the way learning is assessed, making it more accessible, efficient, and impactful.

Our technology powers some of the world's largest and most trusted assessment programs, including NAPLAN Online, delivered in partnership with Education Services Australia on behalf of the Australian Government. With deep domain expertise and a track record of reliable delivery at scale, Janison enables seamless digital assessments for millions of learners worldwide. We are committed to helping educators and institutions deliver fair, effective, and future-ready assessment experiences.





12 October 2026

Dear Shareholder,

Janison Education Group Limited 2026 Annual General Meeting (AGM)

Janison Education Group Limited (ASX:JAN) (**Janison** or the **Company**) advises that its 2026 Annual General Meeting will be held at 3:30pm AEDT on Wednesday, 11 November 2026 at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000 and online (**Hybrid Meeting**).

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: www.janison.com/about/investor-relations/. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX: JAN).

Hybrid Meeting

The Company will hold this year's meeting as a hybrid meeting which means shareholders will be able to participate in person at the abovementioned location or via an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen, ask questions, and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link investor.automic.com.au and then clicking on "register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important and there are a number of ways in which you can exercise your vote.

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration.





Shareholders attending the Meeting virtually and wishing to vote on the day of the meeting can find further instructions on how to do so in the Notice of Meeting. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the top of your holding statement. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Completing the Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By email	Completing the Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Shareholders will be able to vote and ask questions at the hybrid meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to IR@janison.com at least 48 hours before the Meeting.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Wednesday, 11 November 2026.

Yours sincerely,

Maria Clemente
Company Secretary
Janison Education Group Limited



Janison Education Group Limited www.janison.com
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 091 302 975

Janison Education Group Limited

Notice of 2026 Annual General Meeting

Explanatory Statement | Proxy Form

Wednesday, 11 November 2026

3:30PM AEDT

Address

Hybrid meeting held at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000 and as a virtual meeting

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's 2026 AGM

This Notice is given based on circumstances as at 12 October 2026. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.janison.com. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:30pm AEDT on Wednesday, 11 November 2026 at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000 and as a **virtual meeting**.

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic.

Shareholders that have an existing account with Automic will be able to watch, listen and vote online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link <https://portal.automic.com.au/investor/home> and then clicking on **"register"** and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to <https://portal.automic.com.au/investor/home>
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on **"Register"** when this appears. Alternatively, click on **"Meetings"** on the left-hand menu bar to join the meeting.
4. Click on **"Join Meeting"** and follow the prompts on screen to register and vote.

Shareholders will be able to vote (see the “Voting virtually at the Meeting” section of this Notice of Meeting below) and ask questions at the virtual meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to IR@janison.com at least 48 hours before the AGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM can do so by logging in to the Automic shareholder portal.

1. Open your internet browser and go to <https://portal.automic.com.au/investor/home>
2. Login using your username and password. If you do not already have an account, click “**Register**” and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the virtual platform.**
3. After logging in, a banner will appear at the bottom of your screen when the Meeting is open for registration. Click “**Register**”. Alternatively, select Meetings from the left-hand menu.
4. Click on “**Join Meeting**” and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select the “**Voting**” dropdown menu on the right-hand side of your screen.
6. Select either the “**Full**” or “**Allocate**” option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units. **Important:** *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>

It is recommended that Shareholders wishing to attend the Meeting login from 15 to 30 minutes prior to the scheduled start time.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://singleholding.automic.com.au/login by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on your holding statement. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the physical Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry or if attending virtually, provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Other Information

Poll voting

The Chair will call a poll for all resolutions set out in this Notice. Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

Electronic copies

The Company believes that the best way for shareholders to receive meeting documentation, annual reports and other information on Company matters is electronically. To review or update your current communication preference, simply log on to our share registry's website at <https://portal.automic.com.au/investor/home> and select the "Communications" tab. You will need your portfolio login details or your SRN or HIN.

Locating your SRN or HIN

Your SRN or HIN can be found on your holding statement. If you require further assistance with locating your SRN or HIN, you are encouraged to contact Automic Registry Services or your broker as soon as possible, and well in advance of the AGM.

Update your details

To update information about your shareholding go to the Automic Investor Centre at <https://portal.automic.com.au/investor/home>.

Technical Difficulties

Technical difficulties may arise during the course of the AGM. The Chairman of the AGM has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman of the AGM considers it appropriate, the Chairman may continue to hold the meeting and transact business at the physical venue, including conducting a poll and voting in accordance with valid proxy instructions.

Please note that the inability of one or more shareholders, proxies or corporate representatives to access the physical meeting as a result of travel disruption, including strike action, or for any other reason, will not affect the validity of the meeting.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Janison Education Group Limited ACN 091 302 975 will be held at 3:30pm AEDT on Wednesday, 11 November 2026 at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cath) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on Monday, 9 November 2026.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2026."

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Re-election of Allison Doorbar as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Allison Doorbar, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election as a Director of the Company, effective immediately.”

3. Resolution 3 – Re-election of Wayne Houlden as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That Wayne Houlden, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

Approval to Issue Securities under the Janison Education Group Limited Rights Plan

4. Resolution 4 – Approval to Issue Securities under the Janison Education Group Limited Rights Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, the Shareholders of the Company approve the issue of securities under the Janison Education Group Limited Rights Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who is eligible to participate in the Janison Education Group Limited Rights Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

5. **Resolution 5** – Approval of Amendment to Restriction Period under the Janison Education Group Director Share Purchase Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the amendment to the restriction period applicable to fully paid ordinary shares issued, or to be issued, to Eligible Non-Executive Directors under the Company's Director Share Purchase Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Janison Education Group Director Share Purchase Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) 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; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
 - (b) the appointment does not specify the way the proxy is to vote on the resolution.
- However, the above prohibition does not apply if:
- (i) the proxy is the Chair of the Meeting; and
 - (ii) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD

Maria Clemente
Company Secretary

12 October 2026

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 3:30pm AEDT on Wednesday, 11 November 2026 at Dexus Place, Level 15, 1 Farrer Place, Sydney NSW 2000 and as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting or not.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2026 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.janison.com.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Wednesday, 4 November 2026.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.janison.com.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2027 Annual General Meeting (**2027 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2027 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2027 AGM. All of the Directors who were in office when the 2027 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-election of Directors

Resolution 2 – Re-election of Allison Doorbar as Director

The Company's Constitution requires that one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Allison Doorbar was appointed a Director of the Company on 20 June 2018.

Under this Resolution, Allison Doorbar has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Allison started her career in multinational advertising agencies working on major global accounts including 3M and Microsoft, before founding and selling an education marketing company to JWT. She is currently Managing Partner at EduWorld, a boutique consulting firm providing market intelligence and strategic consulting services to the education sector globally.

Allison has spent most of her career working with education providers across the spectrum from K-12 through to higher education. Her experience includes working with many of the world's leading universities, major multinational corporations, government departments and agencies, as well as education investors.

Allison is passionate about how providing equitable education opportunities can help to deliver long lasting and inclusive growth, and contribute to social cohesion, for countries and their populations.

Allison's area of focus recently has been international expansion and student mobility including helping governments build their global education brands, helping providers expand internationally both through traditional and digital delivery and new market identification.

Directors' recommendation

The Directors (excluding Allison Doorbar) recommend that Shareholders vote for this Resolution.

Resolution 3 – Re-election of Wayne Houlden as Director

The Company's Constitution requires that one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Wayne Houlden was appointed a Director of the Company on 15 December 2017.

Under this Resolution, Wayne Houlden has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Wayne founded Janison in 1998. He is a leading thinker in education technology globally and has been involved in the development of a number of award winning and innovative online learning applications including national education portals, online learning management systems, professional development learning portals and award-winning assessment systems.

Wayne's primary focus currently is on the development of Janison's AI initiative – Jai and its execution with clients.

Wayne has been instrumental in the development on Janison into a global provider of digital assessment products and services. He has strong relationships in the education technology industry and investment community around the world. He is also a fund advisor for Europe's leading Edtech investment group, Emerge Education.

Previous to Janison, Wayne worked as an IT leader in Citibank and also has a teaching background in information technology. Wayne has a Bachelor of Science Degree from University of New South Wales and a Diploma of Teaching from Sydney University of Technology.

Directors' recommendation

The Directors (excluding Wayne Houlden) recommend that Shareholders vote for this Resolution.

Approval to Issue Securities under the Janison Education Group Limited Rights Plan

Resolution 4 – Approval to Issue Securities under the Janison Education Group Limited Rights Plan

Background

The Company's Rights Plan was last approved by Shareholders of the Company on 17 October 2023. Under that approval, the Company was permitted to issue up to a maximum of 23,884,883 securities under the Rights Plan for the purposes of Listing Rule 7.2 exception 13(b).

As more than three years will have elapsed since that approval by the date of the Meeting, the Company is seeking Shareholder approval to re-approve the Rights Plan for the purposes of Listing Rule 7.2, Exception 13(b) on the terms set out in this Explanatory Statement.

The Rights Plan will enable the Company to provide variable remuneration that is performance focused and linked to long-term value creation for Shareholders, to employees whose behaviour and performance have a direct impact on the Group's long-term performance. The issue of securities under the Rights Plan to eligible employees will create alignment between the interests of employees and Shareholders.

A summary of the key terms of the Plan is set out in Annexure A, and a copy of the rules of the Plan is available upon request from the Company.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

If this Resolution is approved by Shareholders, securities issued under the Rights Plan during the three-year period following the date of the Meeting will be excluded from the formula to calculate the number of securities which the Company may issue in any 12-month period using its 15% placement capacity under Listing Rule 7.1.

If this Resolution is not approved by Shareholders, securities issued under the Rights Plan during the three-year period following the date of the Meeting will be included in the calculation of the number of securities which the Company may issue in any 12-month period using its 15% placement capacity under Listing Rule 7.1.

Since the Rights Plan was last approved by Shareholders on 17 October 2023, the Company advises that it has issued 15,434,007 performance rights and 3,000,000 loan funded shares under the Rights Plan. If this Resolution is approved by Shareholders, the Company will, for the purposes of Exception 13(b) of ASX Listing Rule 7.2, issue up to a maximum of 20,000,000 securities under the Rights Plan during the three-year period following approval. For the avoidance of doubt and unless the contrary intention appears, if the Company seeks Shareholder approval to issue securities to Executive Directors (or their nominees) under Listing Rule 10.14, these issuances will not form part of the maximum number of securities identified above. It is further noted that Non-Executive Directors are excluded from participating in the Rights Plan.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Amendment to Sale Restriction Period under the Company's Share Purchase Plan

Resolution 5 – Amendment to Sale Restriction Period under the Company's Director Share Purchase Plan

Background

The Janison Education Group Director Share Purchase Plan (**Plan**) was approved by shareholders of the Company at the AGM held on 15 November 2024.

Under ASX Listing Rule 10.14, certain persons, including Non-executive Directors, are not permitted to acquire equity securities under an employee incentive scheme unless approved by shareholders. The Plan is an employee incentive plan for the purposes of ASX Listing Rule 10.14 and accordingly the Company sought Shareholder approval under this listing rule.

Pursuant to the shareholder approval obtained under ASX Listing Rule 10.14, the Company can issue shares to eligible Non-Executive Directors within the three-year period commencing on the date of shareholder approval. The Company has undertaken to seek further shareholder approval for the issue of shares under the Plan at least every three years.

Summary of Terms of Plan

All Non-Executive Directors in office in the three-year period commencing on 15 November 2024 (being the date of Shareholder approval) are eligible to participate in the Plan. Participation in the Plan also enables Non-Executive Directors to meet the requirement to acquire a minimum shareholding equivalent to their annual fees within three years of appointment, further aligning the Board's interests with those of shareholders.

Currently, Ms Bailey-Lord, Ms Doorbar and Ms Baker are eligible Non-Executive Directors. The Constitution currently allows for up to nine Directors. Based on the current composition of the Board (being three Non-Executive Directors and one Executive Director), the maximum number of additional Directors that may be appointed and be eligible Non-Executive Directors for the purposes of the Plan is five.

Each eligible Non-executive Director can elect to contribute up to 100% of annual director's fees on a pre-tax basis during a Participation Period. At two points during the Participation Period, Directors' aggregate contributions will be applied to purchase shares. Contributions will be used to acquire shares on-market based on the average share price, which will be calculated as the five-business day volume-weighted average Share price for the period immediately prior to the allocation of Shares.

Shares issued under the new equity plan are restricted from sale until the earlier of the director resigning or 15 years from the date of grant (**Sale Restriction Period**). No matching or bonus shares are provided and contributions are converted into shares using the 5-day volume weighted average price (VWAP) following the release of Janison's full year audited financial report.

Once the disposal restriction has been lifted, eligible Directors will be free to deal in the shares allocated under the Plan, subject to the requirements of the Company's Securities Dealing Policy.

Reason for seeking Shareholder approval

It is proposed to amend the Plan Rules to reduce the Sale Restriction Period from 15 years to 5 years post-purchase such that Directors are required to hold the shares for a minimum of 5 years or until resignation from the Board. Shareholder approval is being sought at this AGM rather than at the 2027 AGM as the proposed amendment is material.

The Company considers a shorter lock-in period will better support Director participation by facilitating compliance with the minimum shareholding requirement and ensure the Plan remains

attractive and consistent with market practice. Further, the Company believes that a 5-year lock-in period still represents a long-term horizon that aligns directors with shareholder value creation.

If the proposed amendment to the Sale Restriction Period is approved by shareholders, all shares issued since its approval at the 2024 AGM and any shares subsequently issued to Non-Executive Directors under the Plan will be free to deal in the shares allocated under the Plan on the earlier of their resignation or 5 years from the date of grant, subject to the requirements of the Company's Securities Dealing Policy.

If the proposed amendment to the Sale Restriction Period is not approved by shareholders, the original Sale Restriction Period which was approved at the 2024 AGM will continue to apply. Accordingly, Shares issued to eligible Non-Executive Directors under the Plan will be restricted from sale until the earlier of the director resigning or 15 years from the date of grant.

Information required by ASX Listing Rule 10.15

The Company provides the following additional information relating to the proposed amendment to the Plan and proposed issue of shares under the Plan.

- (a) The persons to be issued shares under the amended Plan are eligible Non-Executive Directors and accordingly fall within the category referred to in ASX Listing Rule 10.14.1. The eligible Non-executive Directors to be issued shares under the amended Plan, if approved, as at the date of the Notice of Meeting are Ms Bailey-Lord, Ms Doorbar and Ms Baker. Subject to shareholder approval, the Company will be authorised to issue shares under the Plan to any eligible Non-executive Director appointed, from time to time, during the three-year period commencing on the date of this AGM.
- (b) It is not possible to calculate the total number of shares that will be issued under the Plan as the number of shares to be issued is subject to the below variables:
- the applicable VWAP calculation at each issue date (refer above);
 - the number of eligible Non-executive Directors in the three-year period commencing on the date of this AGM; and
 - the contribution made by eligible Non-executive Directors.

However, the Company does not intend to issue new shares, the Company will purchase the shares on-market to fulfil the Directors contributions.

- (c) The current total remuneration package received by Non-Executive Directors is as follows:

Position	Annual Remuneration (inclusive of superannuation)
Chair of Board	\$140,000
Non-Executive Director	\$80,000

Non-executive Directors who chair a Committee also receive an additional fee of \$15,000 (inclusive of superannuation).

- (d) To date, the following shares have been issued to current eligible Non-executive Directors under the Plan:

Non-Executive Director	Shares issued under the Plan
Kathleen Bailey-Lord	759,654
Joanne (Jodie) Baker	209,397

Allison Doorbar	29,520
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- (a) The Board intends that the Plan will continue to apply on an ongoing basis. However, consistent with the ASX Listing Rules and good governance practices, the Board intends to seek further shareholder approval for the issue of shares under the Director Share Purchase Plan at least every three years. Accordingly, the current approval sought for the issue of shares under the Plan applies only to shares issued to eligible Non-executive Directors under the Plan during the three-year period commencing on the date of this AGM. Any shares issued in respect of this approval will be issued within three years after the date of this AGM.
- (b) Under the Plan rules, the Board may determine to acquire shares on-market as an alternative to issuing new shares to eligible Non-Executive Directors under the Janison Plan. The Board intends to acquire shares on-market to eligible Non-executive Directors under the Plan.
- (c) Information regarding the shares under the Plan will be disclosed publicly via an Appendix 3Y (Change of Director's Interest Notice) for each eligible Non-Executive Director as applicable and the Company's Remuneration Report (included in the Directors' Report which accompanies the Company's full year financial results).
- The Remuneration Report will include a statement to confirm that approval for the issue was obtained under Listing Rule 10.14.
- (d) As the Plan is a salary sacrifice plan, applying fees otherwise payable to eligible Non-executive Directors, there are no loans to eligible Non-Executive Directors associated with the Plan.

Directors' recommendation

Each Non-Executive Director eligible to participate in the proposed Janison Director Share Purchase Plan as at the date of the Notice of Meeting, being Ms Bailey-Lord, Ms Doorbar and Ms Baker, abstain from making a recommendation on Resolution 5 on the basis that they each have an interest in the subject matter of the Resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary maria.clemente@automicgroup.com.au if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2026 Annual Report to Shareholders for the period ended 30 June 2026 as lodged by the Company with the ASX on 25 August 2026.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Stantons International Audit and Consulting Pty Ltd dated 25 August 2026 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of the ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Janison Education Group Limited ACN 091 302 975.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or **"\$"** means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of Annual General Meeting dated 12 October 2026 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2027 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2027 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

Annexure A – Summary of Key Terms of the Janison Education Group Limited Rights Plan

The material terms of the Janison Education Group Limited Rights Plan (**Plan**), as set out in the comprehensive rules of the Plan, are summarised below:

- **Purpose:** The Plan is designed to provide performance-focused variable remuneration linked to long-term shareholder value, align the interests of Participants with Shareholders, assist with attraction and retention of employees and encourage Participants to become Shareholders.
- **Eligibility and participation:** Executive directors, senior management and any other employees as determined by the Board may participate in the Plan. Non-executive directors are not eligible. The Board determines, in its absolute discretion, who will be invited to participate and the terms applicable to each invitation.
- **Types of Rights:** The Plan permits the grant of Performance Rights, Service Rights and Restricted Rights. A Right represents an entitlement to the value of a Share and may, at the Board's discretion, be settled in Shares, cash or a combination of both.
- **Terms of grant:** Each invitation may specify, among other things, the number and type of Rights, any acquisition or exercise price, the term of the Rights, applicable Vesting Conditions and Measurement Period, Vesting Date, Exercise Restrictions, disposal restrictions and the method by which Shares may be provided on exercise. Unless otherwise determined by the Board, Rights are granted for nil consideration, have a nil Exercise Price and a 5-year term.
- **Vesting:** Vesting Conditions may relate to Company or individual performance, continued service or a combination of these matters. Performance Rights are ordinarily tested at the end of the applicable Measurement Period, which is three years unless otherwise specified in the Invitation. The Board determines the extent to which the applicable Vesting Conditions have been satisfied.
- **Board discretion:** Following the Measurement Period, the Board will determine the extent to which the Performance Rights vest having regard to the applicable Vesting Conditions. Subject to the Listing Rules, the Board may adjust the vesting outcome (i.e., increase or decrease the extent of vesting) where it considers this appropriate having regard to circumstances during the Measurement Period, Company performance from a Shareholder perspective and the Participant's contribution.
- **Exercise and settlement:** Vested Rights are not exercised automatically and must generally be exercised by submitting an Exercise Notice. On exercise, the Board may settle the Exercised Rights Value in Shares, cash or a combination of both. Shares may be newly issued or acquired on-market through the employee share trust.
- **Restrictions on Rights and Shares:** Rights may not generally be transferred, disposed of or encumbered, other than by operation of law on death or legal incapacity. Shares acquired on exercise may be subject to disposal restrictions, including restrictions arising

under the Company's securities trading policy and insider trading laws, and a CHES holding lock may be applied.

- **Lapse and forfeiture:** Rights lapse in the circumstances specified in the Plan, including where unvested Rights no longer have an opportunity to vest or at the end of their term. Unvested Rights may also be forfeited in cases of fraud, defalcation or gross misconduct, and the Board may lapse Rights where vesting would result in an inappropriate benefit.
- **Cessation of employment:** Unless the Board determines otherwise, unvested Performance Rights are forfeited where a Participant ceases employment during the Measurement Period. Rights retained following cessation may continue to be tested for vesting at the end of the Measurement Period, subject to the Board's discretion.
- **Change of control and other corporate events:** On the occurrence of certain takeover, scheme, winding-up or other specified events, the Board may determine that some or all unvested Rights vest and that applicable Vesting Conditions are satisfied or waived. The Plan also contains provisions dealing with delisting, major returns of capital, demergers, bonus issues and capital reorganisations.
- **Malus and clawback:** The Plan contains forfeiture and Board discretion provisions designed to prevent inappropriate benefits and is also subject to any separate malus or clawback policy adopted by the Company, which prevails to the extent of any inconsistency with the Plan.
- **Amendment:** The Board may amend or repeal the Plan, provided that existing rights of Participants are not reduced without consent, except in specified circumstances including changes required to comply with law, taxation requirements or the ASX Listing Rules.

Your proxy voting instruction must be received by **3:30pm (AEDT) on Monday, 09 November 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://portal.automic.com.au/investor/home> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).