



Ref: 260849

BY ELECTRONIC LODGEMENT

12 October 2026

ASX Limited
Level 27, 39 Martin Place
Sydney NSW 2000

Dear Sir/Madam,

Takeover Offer by Crimson Consulting Australia Pty Ltd for Kip McGrath Education Centres Limited (ASX: KME): Lodgement of Notice to Free Takeover Offer from Conditions

We act for Crimson Consulting Australia Pty Ltd (ACN 600 634 991) (**Crimson Australia**), a wholly owned subsidiary of Crimson Consulting Limited (a New Zealand incorporated company with company number 4957459) in relation to its off-market takeover offer (**Takeover Offer**) under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all the shares in Kip McGrath Education Centres Limited (ACN 003 415 889) (**Kip McGrath**) and have been authorised by the directors of Crimson Australia to provide this release.

We attach, by way of service, notice to free Takeover Offer from conditions in accordance with section 650F of the Corporations Act.

Yours sincerely
KHQ Lawyers

Toby Norgate
Principal
Email: tnorgate@khq.com.au

CRIMSON CONSULTING AUSTRALIA PTY LTD (ACN 600 634 991)
OFF-MARKET TAKEOVER BID FOR KIP MCGRATH EDUCATION CENTRES LIMITED (ACN 003 415 889)

SECTION 650F OF THE CORPORATIONS ACT 2001 (CTH)

NOTICE TO FREE OFFER FROM CONDITIONS

To: Australian Securities and Investments Commission (**ASIC**);

ASX Limited (**ASX**); and

Kip McGrath Education Centres Limited (ACN 003 415 889) (**KME**).

Crimson Consulting Australia Pty Ltd (ACN 600 634 991) (**Crimson Australia**) gives this notice under section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683* in respect of its offer (**Offer**) under an off-market takeover bid for all of the fully paid ordinary shares in KME pursuant to its bidder's statement dated 30 July 2026 (as supplemented by the supplementary bidder's statement dated 7 August 2026 and the second supplementary bidder's statement dated 11 September 2026) (together, the Bidder's Statement) (as varied by notices of variation dated 11 September 2026 and 7 October 2026).

Capitalised terms in this notice have the same meaning as given in the Bidder's Statement, unless the context requires otherwise.

Crimson Australia gives notice that it declares the Offer free from the following Conditions in section 9.7 of the Bidder's Statement:

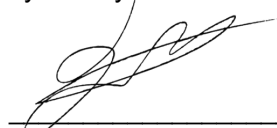
- (a) 9.7(a) (minimum acceptance condition);
- (b) 9.7(b) (regulatory action condition);
- (c) 9.7(c) (no Prescribed Occurrences);
- (d) 9.7(d) (no distributions condition);
- (e) 9.7(e) (no break fees condition); and
- (f) 9.7(f) (no material adverse change condition),

so that the Offer has become free of those Conditions.

As at the date of this notice, Crimson Australia's voting power in KME is 32.37%, comprising 16,989,719 KME Shares out of a total of 52,490,809 KME Shares presently on issue.

Dated: 12 October 2026

Signed for and on behalf of
Crimson Consulting Australia Pty Ltd
by its duly authorised officer:



Name: Jamie Beaton

Title: Director

Date: 12 October 2026