



20 November 2015

AFFINITY SHAREHOLDERS VOTE IN FAVOUR OF SCHEME OF ARRANGEMENT

At the Scheme Meeting of Affinity Education Group Limited (**Affinity**) (ASX:AFJ) held in Melbourne today, Affinity shareholders voted overwhelmingly in favour of the scheme of arrangement under which Anchorage Childcare Pty Limited (**Anchorage Childcare**) proposes to acquire all of the shares in Affinity (**Scheme**).

Voting results

Affinity advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting in Annexure D of the Scheme Booklet, was passed by the requisite majorities of Affinity shareholders. The poll report submitted by the returning officer appointed by Affinity is attached.

The results of the poll were as follows:

	For	Against	Total votes	Abstain*
Votes	137,477,503	117,749	137,595,252	0
Percentage of votes	99.91%	0.09%	100%	N/A
Shareholders	341	15	356	0
Percentage of shareholders	95.79%	4.21%	100%	N/A

**Note that shareholders who abstain from voting are not counted in determining the requisite majorities.*

The proxies received were as follows:

	For	Against	Discretionary	Total votes	Abstain*
Votes	137,114,629	117,749	362,874	137,595,252	Nil
Percentage of votes	99.65%	0.09%	0.26%	100%	N/A
Shareholders	318	15	23	356	Nil
Percentage of shareholders	89.33%	4.21%	6.46%	100%	N/A

**Note that shareholders who abstain from voting are not counted in determining the requisite majorities.*

Next steps

Affinity has applied to the Federal Court of Australia (**Court**) for approval of the Scheme at a hearing scheduled for Monday, 30 November 2015. If the Court approves the Scheme, Affinity shareholders (**Scheme Shareholders**) who hold shares (**Scheme Shares**) on the Scheme Record Date (which is currently expected to be 7:00 pm (Melbourne time) on Tuesday, 8 December 2015) will be entitled to receive the Scheme Consideration of \$0.92 cash for each Scheme Share. The Scheme Consideration will be sent to Scheme Shareholders on the Implementation Date (which is currently expected to be Tuesday, 15 December 2015). The key dates for implementation of the Scheme are set out below:

Second Court Hearing for approval of the Scheme by the Court	Monday, 30 November 2015
Effective Date – Court order lodged with ASIC, and last day of trading in Affinity shares on ASX (with Affinity shares suspended from close of trading)	Tuesday, 1 December 2015
Scheme Record Date for determining entitlement to receive payment of the Scheme Consideration	7:00 pm (Melbourne time) on Tuesday, 8 December 2015
Implementation Date – payment of the Scheme Consideration to Scheme Shareholders, and transfer of Scheme Shares to Anchorage Childcare	Tuesday, 15 December 2015

All dates are indicative only and, among other things, are subject to the Court approval process. Any changes to the above timetable (which may include an earlier or later date for the Second Court Hearing) will be announced on ASX.



DECLARATION OF A POLL

Link Market Services Limited, the undersigned being the scrutineer duly appointed in connection with the voting on the poll demanded on the undermentioned resolution, do hereby report the result of the voting on the said poll.

RESOLUTION 1

PURSUANT TO AND IN ACCORD WITH S411 CORPS ACT 2001(CTH) A)SCHEME OF ARR PROPOSED BN AFJ AND AFJ SH,IS AGREED TO(B)YR INDEP DIR ARE AUTH(I)AGREE TO ALT COND AS DIR BY COURT(II)SUBJ TO APPR OF SCHEME BY COURT,TO IMP SCHEME WITH ANY ALT OR COND			
<u>FOR:</u>			
137,477,503	VOTES REPRESENTING	99.91%	OF VOTES CAST
341	HOLDERS REPRESENTING	95.79%	OF HOLDERS
<u>AGAINST:</u>			
117,749	VOTES REPRESENTING	0.09%	OF VOTES CAST
15	HOLDERS REPRESENTING	4.21%	OF HOLDERS
<u>ABSTAIN:</u>			
(note only)	0	VOTES	
	0	HOLDERS	

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Signature of Scrutineer

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Date