

ASX Announcement
19 May 2020

Janison signs agreement with UNSW Global to acquire Educational Assessments

Janison Education Group Limited (ASX:JAN) ("Janison" or the "Company"), an award-winning education technology pioneer transforming the way people learn, is pleased to announce it has entered into an agreement to acquire Educational Assessments – a division of UNSW Global Pty Ltd ("EA") ("Acquisition") - creator of the elite schools-based ICAS test.

Key Highlights:

- § Strategic acquisition of a highly-valued product suite and internationally-recognised brand
- § Major expansion of Janison's K-12 product offering
- § High-quality, high-margin recurring revenue (~\$10m in 2019)
- § IP acquisition 20,000 digital item bank
- § Highly experienced and committed leadership team
- § Material opportunity for back-office cost efficiencies

Educational Assessments – Overview & Terms

UNSW Global is a wholly-owned subsidiary of a global top 50 university, the University of New South Wales (UNSW). It comprises two businesses: Education, which provides university pathway courses, and Educational Assessment (EA), which develops and distributes assessment products for school Years 2 to 12.

EA's flagship formative assessment product, ICAS, is a recognised international elite skills-based competition which runs in 15 countries including Australia, New Zealand, Singapore, Malaysia, Indonesia, Greater China, South Africa and India. Its other products include JET, a curriculum-linked assessment, and REACH, a multi-layered reporting platform for schools.

Over the past three years, 4,600 Australian schools have been customers of EA – 50 per cent of the nation's total schools' market. The acquisition gives Janison deeper penetration of the sector, with the potential to grow annual recurring revenue from K-12.

The deal brings together and enhances both companies' internationally recognised core offerings: Janison's assessment delivery technology and EA's assessment content creation.

Since 2018, Janison has been digitising and delivering tens of thousands of assessments for UNSW Global EA, including ICAS, on the online assessment platform Janison Insights. In addition to EA's assessment product offering, Janison will acquire two more significant core assets – EA's item bank of ~20,000 test questions, developed by academics over the past two decades, plus the skillset of EA's team of psychometricians, statisticians, and exam authoring and reporting experts.

This will allow Janison to produce tailored tests for third parties as well as take up significant opportunities to grow sales via its expanding relationships with global partners, such as the Organisation for Economic Co-operation and

Development (OECD), for whom Janison delivers the PISA for Schools test, and Desire to Learn (D2L). The combination of EA plus PISA for Schools creates a direct-to-schools business and product portfolio from which to scale.

Meanwhile, the divestment will allow UNSW Global to focus on its core Education business, which has enjoyed strong growth in recent years.

Janison is well positioned to thrive amid the impact of the COVID-19 pandemic on the global education sector. In the past month alone, it completed a \$7 million capital raise, and won key deals with Cambridge Assessment, the University of London, and SCIO, a national exams provider in the Czech Republic. The acquisition of UNSW EA will further fuel Janison's bold growth aspirations at a critical inflection point.

Janison's CEO David Caspari said: *"UNSW Global Education Assessments is a high-quality business. This is a well-timed acquisition perfectly aligned with our assessments strategy. The investments made in recent years by UNSW Global to broaden its product portfolio and transition online means it is poised for quality growth both domestically and internationally. As we integrate it into our K-12 business it represents a step change for Janison, and will immediately strengthen our position in the K-12 assessments market."*

The Acquisition will see Janison taking over a number of UNSW Global staff members who are engaged in the Educational Assessments business, together with the existing Educational Assessments brands, know-how and 2020 testing and assessments commitments. Janison will also have a limited term licence to continue to operate the business under the UNSW Global brand. As consideration for the Acquisition, Janison provided nominal cash consideration and will assume approximately \$1.6m in the form of accrued employee liabilities. The Acquisition is also conditional upon the satisfaction of standard closing conditions precedent including, but not limited to, the senior management team accepting offers of employment, an employee attribution condition regarding a sufficient level of employee acceptances or confirmation of capabilities and the exchange of related transaction documents. It is currently expected that completion of the acquisition will occur on or around 31 May 2020. The business sale agreement also contains warranties, indemnities and other terms considered customary for a transaction of this nature.

* * *

For further enquiries, please contact Janison Investor Relations, email: IR@janison.com

This release has been approved by the board.

About Janison Education Group

Janison, a multi-award-winning Microsoft education partner, successfully delivers online assessment events to millions of candidates in more than 100 countries, for organisations including the British Council, the Organisation for Economic Co-operation and Development (OECD), the Singaporean government, and national and state government departments in Australia.

Janison is an education technology pioneer transforming the way people learn. It provides two primary offerings in the education technology industry:

- ***Janison Insights** – a leading global platform for the provision of large-scale digital exam authoring, testing and marking, servicing national education departments, tertiary institutions and independent educational bodies.*
- ***Janison Academy** – a leading integrated learning platform used by large enterprises and government departments to build capability in their people.*

For personal use only

Forward looking statements

This announcement contains forward looking statements. All statements that address events or developments that Janison expects or anticipate will or may occur in the future and guidance on financial performance are forward looking statements. These forward-looking statements are based on the Board or management's beliefs and expectations based on information currently available to the Board and management. The Company believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on any such forward looking statements which are inherently uncertain. Janison does not undertake any obligation to publicly update or revised any forward-looking statements whether as a result of new information, future events or otherwise except as required by law or the ASX Listing Rules. Forward looking statements are subject to certain risks and uncertainties many of which are outside its control that could cause actual results, events and developments to differ materially from Janison's historical experience, or its present expectations or projections.

For personal use only