

One Eagle – Waterfront Brisbane
Level 28, 1 Eagle Street
Brisbane QLD 4000 Australia

GPO Box 169 Brisbane QLD 4001

T +61 7 3338 7500
F +61 7 3338 7599

Our ref ECC: 6017801

26 February 2026

Online lodgement

Market Announcements
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Embark Early Education Limited's off-market takeover bid for all the shares of Mayfield Childcare Limited (ASX: MFD) – Notice of Status of Defeating Conditions

We act for Embark Early Education Limited ACN 667 611 752 (ASX:EVO) (**Embark**) in relation to its off-market takeover bid to acquire all of the ordinary shares of Mayfield Childcare Limited ACN 604 970 390 (ASX:MFD) (**Mayfield**) (**Offer**).

We enclose, for electronic lodgement, a revised formal notice under section 630(3) of the Corporations Act 2001 (Cth) regarding the status of the defeating conditions to the Offer (**Revised Notice**).

The Revised Notice clarifies that the Offer remains subject to the quotation condition set out in clause 9.1(c) of Appendix 1 to the Bidder's Statement, which cannot be waived pursuant to section 625(3)(d) of the Corporations Act and is not a defeating condition in accordance with section 625(3) of the Corporations Act (as modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*).

Yours faithfully
Thomson Geer



Emma Cook
Partner
T +61 7 3338 7557
M +61 466 632 057
E ecook@tglaw.com.au

Yours faithfully
Thomson Geer



Matthew Reynolds
Partner
T +61 7 3338 7922
M +61 434 361 245
E mreynolds@tglaw.com.au

EMBARK EARLY EDUCATION LIMITED ACN 667 611 752

Notice under section 630(3) of the Corporations Act 2001 (Cth) of status of defeating conditions

To: Mayfield Childcare Limited ACN 604 970 390

Embark Early Education Limited ACN 667 611 752 (**Embark**), gives notice under section 630(3) of the Corporations Act 2001 (Cth) (**Corporations Act**) in respect of its offer dated 5 January 2026 to acquire all of the fully paid ordinary shares in Mayfield Childcare Limited ACN 604 970 390 (**Mayfield**) under Chapter 6 of the Corporations Act (**Offer**). The Offer is made pursuant to Embark's bidder's statement offer dated 5 January 2026 (**Bidder's Statement**).

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this notice.

In accordance with section 630(3) of the Corporations Act, Embark gives notice that, as at the date of this notice:

- (a) on 5 February 2026, Embark gave Mayfield a notice under section 650F(1) of the Corporations Act, freeing the Offers from:
 - (i) the minimum acceptance condition set out in clause 9.1(a) of Appendix 1 of the Bidder's Statement; and
 - (ii) the satisfaction of all ASX Listing Rule requirements condition set out in clause 9.1(d) of Appendix 1 of the Bidder's Statement;
- (b) on 25 February 2026, Embark gave Mayfield a notice under section 650F(1) of the Corporations Act, freeing the Offers from the no prescribed occurrence condition set out in clause 9.1(b) of Appendix 1 of the Bidder's Statement;
- (c) all defeating conditions have been fulfilled or waived under section 650F(1) of the Corporations Act, and the Offers are now unconditional, except for the quotation condition set out in clause 9.1(c) of Appendix 1 to the Bidder's Statement, which cannot be waived pursuant to section 625(3)(d) of the Corporations Act and is not a defeating condition in accordance with section 625(3) of the Corporations Act (as modified by *ASIC Corporations (Takeover Bids) Instrument 2023/683*); and
- (d) Embark's voting power in Mayfield is 20.45%.

Date: 26 February 2026

Signed for and on behalf of
Embark Early Education Limited ACN 667 611 752



Signature

Christopher Scott

Name

Director

Position/Office