

11 December 2019

Evolve announces trading halt to conduct a placement of shares

Evolve Education Group Limited (NZX: EVO / ASX: EVO) (“EVO” or the “Company”) has today applied for a trading halt on the NZX Main Board and on the ASX to undertake a placement of new shares.

EVO expects to be in a position to make an announcement on the outcome of the placement prior to the commencement of trading on Friday, 13 December 2019.

EVO anticipates that the settlement of the placement will take place on Wednesday, 18 December 2019 and allotment and quotation of the new shares on the ASX and NZX Main Board will take place on Thursday, 19 December 2019.

EVO provides the attached cleansing notice in relation to this placement.

For any further inquiries please contact:

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ENDS

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NOTICE PURSUANT TO CLAUSE 20(1)(a) OF SCHEDULE 8 TO THE FINANCIAL MARKETS CONDUCT REGULATIONS 2014

Evolve Education Group Limited (*Evolve*) has announced that it will undertake a placement of new fully paid ordinary shares of the same class as already quoted on the NZX Main Board of NZX Limited and the Australian Securities Exchange operated by ASX Limited (the *Offer*).

Pursuant to clause 20(1)(a) of Schedule 8 to the Financial Markets Conduct Regulations 2014 (*FMC Regulations*), the Financial Markets Conduct Act 2013 (*FMCA*) and the Australian Corporations Act 2001 (Cth) (*Corporations Act*), Evolve states that:

- 1 Evolve is making the Offer in reliance upon the exclusion in clause 19 of Schedule 1 to the FMCA and is giving this notice under clause 20(1)(a) of Schedule 8 to the FMC Regulations.
- 2 Evolve is giving this notice under section 708A of the Corporations Act (as modified by ASIC Instrument 16-0626).
- 3 As at the date of this notice, Evolve is in compliance with:
 - 3.1 the continuous disclosure obligations that apply to it in relation to Evolve's quoted ordinary shares; and
 - 3.2 its financial reporting obligations within the meaning set out in clause 20(5) of Schedule 8 of the FMC Regulations.
- 4 As at the date of this notice, there is no information that is "excluded information" as defined in clause 20(5) of Schedule 8 to the FMC Regulations.

The Offer is not expected to have any effect on the control of Evolve within the meaning set out in clause 48 of Schedule 1 of the FMCA.

Yours faithfully

Chris Sacre
CFO