

Market Announcement

8 May 2019

Evolve Education Group Limited (ASX: EVO) – Trading Halt (2+1)

Description

The securities of Evolve Education Group Limited ('EVO') will be placed in trading halt at EVO's request, pending it releasing an announcement about the outcome of the institutional component of the accelerated entitlement offer. Unless ASX decides otherwise, the securities will remain in trading halt until the commencement of normal trading on Monday, 13 May 2019.

Issued by

Lisa Banh

Senior Adviser, Listings Compliance (Sydney)

7 May 2019

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REQUEST FOR TRADING HALT ON SHARES IN EVOLVE EDUCATION GROUP LIMITED (ASX/NZX: EVO)

We act for Evolve Education Group Limited (*Evolve*). As announced to NZX, Evolve is proposing to raise up to \$63 million of new capital by way of a 4.4 for 1 accelerated pro rata rights entitlement offer (*Rights Offer*). Any rights not taken up under the Rights Offer will be sold under an institutional and retail shortfall bookbuild to be conducted by Forsyth Barr Group Limited and Canaccord Genuity (Australia) Limited (the *Underwriters*).

On behalf of Evolve we request that a trading halt be placed on Evolve's ordinary shares (ISIN: NZEVOE0001S4) under ASX Listing Rule 17.1 and NZX Main Board Listing Rule 5.4.1(a) for the dates and times below:

- prior to 10am on Wednesday 8 May 2019, to market open on Monday 13 May 2019, being the time period for the institutional offer and shortfall bookbuild; and
- prior to 10am on Friday 31 May, to market close on that day, being the time period for the retail shortfall bookbuild,

(together, the *Trading Halts*).

Evolve advises the following information in support of this request:

- Evolve considers that the Trading Halts are desirable to enable Evolve to allow time for the Underwriters and Evolve to complete each of the shortfall bookbuilds, set the price and determine the allocation of shares. Evolve considers that, but for each Trading Halt, the shortfall bookbuilds would impact a fair, orderly or transparent market as information about the shortfall bookbuilds may be known by some market participants and not others, so the market would not be trading on a fully informed basis.
- As soon as each shortfall bookbuild is completed, Evolve will be in a position to release details of the results of the bookbuilds to the market. Evolve believes that such information will be price sensitive.

- Having the trading halt for the retail bookbuild extend over the weekend is desirable as Monday 3 June is a public holiday in New Zealand, but not Australia. As such, based on past experience in transactions of this nature, we expect that many New Zealand based fund managers will be unavailable over this holiday weekend, requiring that the halt extend over this period to enable a bookbuild to be completed on the next trading day on the NZX (notwithstanding that the ASX will be open for trading on Monday 3 June).
- The Underwriters are subject to confidentiality.


Evolve suggests the following statement for inclusion in NZX's market announcement for the trading halt:

Further to the announcement released by Evolve Education Group Limited ("EVO") at [•], NZX Regulation ("NZXR") advises that EVO ordinary shares will remain in halt until the earlier of an announcement by the issuer stating the outcome of the [institutional/retail] shortfall bookbuild or [market open/market close] on the NZX on [Monday, 13 May 2019/Friday, 31 May] 2019.

Evolve is not aware of any reason why the trading halt should not be granted.

Please contact me if you have any concerns or queries. Alternatively, you can contact Stephen Davies, Chief Financial Officer at Evolve (+64 9 869 2495).

Yours faithfully



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