

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Evolve Education Group Limited (ASX: EVO)**ACN/ARSN **ARBN 601 709 237****1. Details of substantial holder (1)**Name **Wilson Asset Management Group (refer entities listed in Annexure A)**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

15 / 10 / 2020

The previous notice was given to the company on

17 / 06 / 2020

The previous notice was dated

17 / 06 / 2020**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Ordinary Shares</b>	<b>57,613,490</b>	<b>5.15%</b>	<b>87,267,977</b>	<b>7.80%</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
<b>See Annexure B</b>					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<b>See Annexure C</b>					

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
See Annexure A	

## Signature

print name **Martyn McCathie**

capacity **Head of Operations**

sign here



date **19/10/2020**

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## Annexure A

### Wilson Asset Management Group

#### 1. Details of Wilson Asset Management Group

Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
WAM Global Limited	(ACN 624 572 925)

#### 6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
MAM Pty Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Capital Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Research Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Active Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
Botanical Nominees Pty Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Leaders Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Microcap Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
HSBC Custody Nominees (Australia) Limited	Level 32, 580 George Street, Sydney NSW 2000

Signed:



Date: 19/10/2020

## ANNEXURE B

Date of Change	Persons whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Number of Securities affected	Class of Securities affected	Persons votes affected
26-Jun-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,530.64)	13,346	Ordinary Shares	13,346
26-Jun-20	WAM Capital Limited	On Market Purchase	(32,887.16)	286,751	Ordinary Shares	286,751
26-Jun-20	WAM Research Limited	On Market Purchase	(11,220.24)	97,832	Ordinary Shares	97,832
26-Jun-20	WAM Microcap Limited	On Market Purchase	(69,050.88)	602,071	Ordinary Shares	602,071
29-Jun-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(3,712.18)	33,539	Ordinary Shares	33,539
29-Jun-20	WAM Capital Limited	On Market Purchase	(79,758.68)	720,609	Ordinary Shares	720,609
29-Jun-20	WAM Research Limited	On Market Purchase	(27,211.47)	245,852	Ordinary Shares	245,852
30-Jun-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,439.53)	12,497	Ordinary Shares	12,497
30-Jun-20	WAM Capital Limited	On Market Purchase	(30,929.14)	268,506	Ordinary Shares	268,506
30-Jun-20	WAM Research Limited	On Market Purchase	(10,552.19)	91,607	Ordinary Shares	91,607
08-Jul-20	WAM Microcap Limited	On Market Purchase	(31,612.34)	300,574	Ordinary Shares	300,574
09-Jul-20	WAM Microcap Limited	On Market Purchase	(29,017.40)	275,901	Ordinary Shares	275,901
27-Jul-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,114.91)	12,092	Ordinary Shares	12,092
27-Jul-20	WAM Capital Limited	On Market Purchase	(24,722.42)	268,132	Ordinary Shares	268,132
27-Jul-20	WAM Research Limited	On Market Purchase	(8,118.88)	88,055	Ordinary Shares	88,055
27-Jul-20	WAM Microcap Limited	On Market Purchase	(11,828.36)	128,287	Ordinary Shares	128,287
28-Jul-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,055.25)	11,383	Ordinary Shares	11,383
28-Jul-20	WAM Capital Limited	On Market Purchase	(23,400.13)	252,419	Ordinary Shares	252,419
28-Jul-20	WAM Research Limited	On Market Purchase	(7,684.66)	82,895	Ordinary Shares	82,895
28-Jul-20	WAM Microcap Limited	On Market Purchase	(11,195.71)	120,769	Ordinary Shares	120,769
29-Jul-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(500.60)	5,371	Ordinary Shares	5,371
29-Jul-20	WAM Capital Limited	On Market Purchase	(11,100.11)	119,094	Ordinary Shares	119,094
29-Jul-20	WAM Research Limited	On Market Purchase	(3,645.23)	39,110	Ordinary Shares	39,110
29-Jul-20	WAM Microcap Limited	On Market Purchase	(5,310.80)	56,980	Ordinary Shares	56,980
30-Jul-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(4,891.60)	49,405	Ordinary Shares	49,405
30-Jul-20	WAM Capital Limited	On Market Purchase	(108,467.13)	1,095,514	Ordinary Shares	1,095,514
30-Jul-20	WAM Research Limited	On Market Purchase	(35,620.53)	359,766	Ordinary Shares	359,766
30-Jul-20	WAM Microcap Limited	On Market Purchase	(51,895.54)	524,143	Ordinary Shares	524,143
31-Jul-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(557.11)	5,615	Ordinary Shares	5,615
31-Jul-20	WAM Capital Limited	On Market Purchase	(12,353.41)	124,508	Ordinary Shares	124,508
31-Jul-20	WAM Research Limited	On Market Purchase	(4,056.92)	40,889	Ordinary Shares	40,889
31-Jul-20	WAM Microcap Limited	On Market Purchase	(5,910.40)	59,570	Ordinary Shares	59,570
12-Aug-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,333.66)	14,910	Ordinary Shares	14,910
12-Aug-20	WAM Capital Limited	On Market Purchase	(29,034.52)	324,599	Ordinary Shares	324,599
12-Aug-20	WAM Research Limited	On Market Purchase	(9,682.68)	108,250	Ordinary Shares	108,250
12-Aug-20	WAM Microcap Limited	On Market Purchase	(24,515.99)	274,083	Ordinary Shares	274,083
13-Aug-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(474.40)	5,382	Ordinary Shares	5,382
13-Aug-20	WAM Capital Limited	On Market Purchase	(14,609.89)	165,748	Ordinary Shares	165,748
13-Aug-20	WAM Research Limited	On Market Purchase	(5,903.96)	66,980	Ordinary Shares	66,980
13-Aug-20	WAM Microcap Limited	On Market Purchase	(3,530.04)	40,048	Ordinary Shares	40,048
14-Aug-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,033.66)	11,608	Ordinary Shares	11,608
14-Aug-20	WAM Capital Limited	On Market Purchase	(31,836.51)	357,526	Ordinary Shares	357,526
14-Aug-20	WAM Research Limited	On Market Purchase	(12,865.38)	144,479	Ordinary Shares	144,479
14-Aug-20	WAM Microcap Limited	On Market Purchase	(7,692.48)	86,387	Ordinary Shares	86,387
17-Aug-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(445.42)	5,019	Ordinary Shares	5,019
17-Aug-20	WAM Capital Limited	On Market Purchase	(13,719.00)	154,587	Ordinary Shares	154,587
17-Aug-20	WAM Research Limited	On Market Purchase	(5,543.97)	62,470	Ordinary Shares	62,470
17-Aug-20	WAM Microcap Limited	On Market Purchase	(3,314.84)	37,352	Ordinary Shares	37,352
18-Aug-20	WAM Microcap Limited	On Market Purchase	(24,813.62)	273,732	Ordinary Shares	273,732
19-Aug-20	WAM Microcap Limited	On Market Purchase	(4,100.66)	44,988	Ordinary Shares	44,988
21-Aug-20	WAM Microcap Limited	On Market Purchase	(1,923.27)	21,100	Ordinary Shares	21,100
24-Aug-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,031.93)	11,447	Ordinary Shares	11,447
24-Aug-20	WAM Capital Limited	On Market Purchase	(31,826.48)	353,045	Ordinary Shares	353,045
24-Aug-20	WAM Research Limited	On Market Purchase	(14,537.35)	161,260	Ordinary Shares	161,260
31-Aug-20	WAM Microcap Limited	On Market Purchase	(149,232.38)	1,656,338	Ordinary Shares	1,656,338
15-Oct-20	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(58,364.93)	647,431	Ordinary Shares	647,431
15-Oct-20	WAM Capital Limited	On Market Purchase	(1,197,581.80)	13,284,545	Ordinary Shares	13,284,545
15-Oct-20	WAM Research Limited	On Market Purchase	(446,062.98)	4,948,091	Ordinary Shares	4,948,091

Signed: 

Date: 19/10/2020

**ANNEXURE C**

Holder of Relevant Interest	Registered Holder of Securities	Nature of relevant interest (6)	Person entitled to be registered as holder (8)	Class and Number of Securities
Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	HSBC Custody Nominees (Australia) Limited	Management of portfolio of Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	2,017,903 ordinary shares
WAM Capital Limited	HSBC Custody Nominees (Australia) Limited	Management of portfolio of WAM Capital Limited	WAM Capital Limited	43,422,643 ordinary shares
WAM Research Limited	HSBC Custody Nominees (Australia) Limited	Management of portfolio of WAM Research Limited	WAM Research Limited	15,090,183 ordinary shares
WAM Microcap Limited	HSBC Custody Nominees (Australia) Limited	Management of portfolio of WAM Microcap Limited	WAM Microcap Limited	26,737,248 ordinary shares

Signed: 

Date: 19/10/2020