

Form 604Corporations 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

06 / 05 / 2022

The previous notice was given to the company on

25 / 03 / 2021

The previous notice was dated

25 / 03 / 2021**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)
Ordinary Shares	13,935,986	9.97%	13,737,657	8.61%

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
See Annexure 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
See Annexure C					

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 **10/05/2022**

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)
WAM Strategic Value Limited	(ACN 649 096 220)
WAM Alternative Assets Limited	(ACN 168 941 704)

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 Alternative Assets Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Strategic Value Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26,1 Farrer Place, Sydney, NSW 2000
Citigroup Pty Limited	Level 21, 2 Park Street, Sydney NSW 2000

Signed: 

Date: 10/05/2022

ANNEXURE B

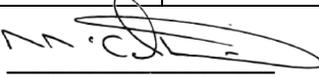
Date of Change	Persons whose relevant interest changed	Nature of Change	Consideration given in relation to change (9)	Number of Securities affected	Class of Securities affected	Persons votes affected
29-Mar-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(58.59)	49	Ordinary Shares	49
29-Mar-21	WAM Capital Limited	On Market Purchase	(24,470.92)	20,468	Ordinary Shares	20,468
29-Mar-21	WAM Research Limited	On Market Purchase	(4,200.04)	3,513	Ordinary Shares	3,513
29-Mar-21	WAM Microcap Limited	On Market Purchase	(942.11)	788	Ordinary Shares	788
01-Apr-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(8,491.37)	7,289	Ordinary Shares	7,289
01-Apr-21	WAM Capital Limited	On Market Purchase	(198,331.60)	170,248	Ordinary Shares	170,248
01-Apr-21	WAM Research Limited	On Market Purchase	(60,214.30)	51,688	Ordinary Shares	51,688
01-Apr-21	WAM Microcap Limited	On Market Purchase	(137,480.07)	118,013	Ordinary Shares	118,013
09-Apr-21	WAM Microcap Limited	Allotment of Placement	(287,100.00)	261,000	Ordinary Shares	261,000
09-Apr-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	Allotment of Placement	(37,431.90)	34,029	Ordinary Shares	34,029
09-Apr-21	WAM Capital Limited	Allotment of Placement	(1,497,507.00)	1,361,370	Ordinary Shares	1,361,370
09-Apr-21	WAM Research Limited	Allotment of Placement	(344,208.70)	312,917	Ordinary Shares	312,917
21-May-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,944.71)	1,848	Ordinary Shares	1,848
21-May-21	WAM Capital Limited	On Market Purchase	(48,726.20)	46,303	Ordinary Shares	46,303
21-May-21	WAM Research Limited	On Market Purchase	(14,209.66)	13,503	Ordinary Shares	13,503
21-May-21	WAM Microcap Limited	On Market Purchase	(29,805.24)	28,323	Ordinary Shares	28,323
26-May-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(1,433.85)	1,407	Ordinary Shares	1,407
26-May-21	WAM Capital Limited	On Market Purchase	(43,626.76)	42,810	Ordinary Shares	42,810
26-May-21	WAM Research Limited	On Market Purchase	(5,893.34)	5,783	Ordinary Shares	5,783
07-Jun-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Purchase	(252.75)	300	Ordinary Shares	300
07-Jun-21	WAM Capital Limited	On Market Purchase	(6,331.29)	7,515	Ordinary Shares	7,515
07-Jun-21	WAM Research Limited	On Market Purchase	(1,840.84)	2,185	Ordinary Shares	2,185
01-Nov-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Sale	32,173.29	37,467	Ordinary Shares	37,467
01-Nov-21	WAM Capital Limited	On Market Sale	806,624.09	939,344	Ordinary Shares	939,344
01-Nov-21	WAM Research Limited	On Market Sale	234,590.13	273,189	Ordinary Shares	273,189
02-Nov-21	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Sale	21,189.58	23,979	Ordinary Shares	23,979
02-Nov-21	WAM Capital Limited	On Market Sale	531,246.23	601,180	Ordinary Shares	601,180
02-Nov-21	WAM Research Limited	On Market Sale	154,502.18	174,841	Ordinary Shares	174,841
06-May-22	Botanical Nominees Pty Limited as trustee of the Wilson Asset Management Equity Fund	On Market Sale	7,361.42	10,576	Ordinary Shares	10,576
06-May-22	WAM Capital Limited	On Market Sale	224,707.09	322,832	Ordinary Shares	322,832
06-May-22	WAM Research Limited	On Market Sale	53,627.15	77,045	Ordinary Shares	77,045
06-May-22	WAM Microcap Limited	On Market Sale	159,551.98	229,225	Ordinary Shares	229,225

Signed: 

Date: 10/05/2022

ANNEXURE C

Holder of Relevant Interest	Registered Holder of Securities	Nature of relevant interest (7)	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	Citigroup Pty 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	227,125 ordinary shares
WAM Capital Limited	Citigroup Pty Limited	Management of portfolio of WAM Capital Limited	WAM Capital Limited	6,933,086 ordinary shares
WAM Research Limited	Citigroup Pty Limited	Management of portfolio of WAM Research Limited	WAM Research Limited	1,654,620 ordinary shares
WAM Microcap Limited	Citigroup Pty Limited	Management of portfolio of WAM Microcap Limited	WAM Microcap Limited	4,922,826 ordinary shares

Signed: 

Date: 10/05/2022