



5 July 2023

Pre-quotation disclosure

5 July 2023 : Embark Education Group Limited ("**Embark**" or "**Company**") refers to the ASX announcement lodged on 21 June 2023 detailing that final court orders from the New Zealand High Court were received on 20 June 2023 to implement the scheme of arrangement under part 15 of the New Zealand *Companies Act 1993* (**Scheme of Arrangement**) approved by shareholders at an annual meeting held on 6 June 2023 to re-domicile Embark by listing on the Australian Securities Exchange (**ASX**) (**ASX Listing**) and delisting on the NZX.

Purpose of this document

The information below is provided to complete the final pre-quotation requirements of the ASX in connection with the admission of Embark Early Education Limited (**Embark Parent**) to the official list of the ASX and official quotation of Embark Parent's fully paid ordinary shares (**Shares**) on the ASX.

Matters in connection with the Scheme of Arrangement

Embark confirms that all conditions precedent with respect to Scheme have been satisfied (and not waived), and in particular:

- (a) Embark shareholders approved the Scheme on 6 June 2023; and
- (b) A court of competent jurisdiction made orders approving the Scheme on 20 June 2023.

On the implementation of the Scheme, being, today 5 July 2023:

- (a) all Embark's shares were transferred to Embark Parent and Embark Parent became the sole holder of the Embark shares; and
- (b) each Eligible Shareholder of Embark was issued one Share in Embark Parent for each Embark share they held on the record date for the Scheme (being 7.00pm (New Zealand time) on 28 June 2023).

Embark also confirms that as at the date of this announcement, the scheme plan pursuant to part 15 of the New Zealand *Companies Act 1993* set out in Schedule 1 of the Scheme booklet dated 19 May 2023 (**'Scheme Plan'**) remains in force and effect.

Issue and dispatch dates

The intended date for dispatch of the holding statements for the Shares issued under the Scheme (in respect of both CHESS and issuer-sponsored holdings) is 6 July 2023.



Embark's capital structure

Following the implementation of the Scheme, Embark Parent has on issue:

- 159,549,484 shares; and
- 1,250,000 unquoted options with an exercise price of \$1.20 each expiring on 31 December 2023

Statement of 20 largest shareholders and distribution statement

Attachment 1 sets out the list of the 20 largest holders of Shares, and the number and percentage of Shares they hold.

Attachment 2 sets out the distribution of shareholder statement.

Embark's compliance with the listing rules of NZX Main Board

Embark confirms that it is in compliance with the listing rules of NZX Main Board as at:

- (a) at the time Embark ceased trading on NZX; and
- (a) the date of this document.

Embark's Shareholder Information Line

Embark shareholders can call 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia) at any time from 8:30am to 5:00pm (Sydney time) Monday to Friday (excluding public holidays) if they have any questions about the Scheme.

This announcement is authorised for release by the Embark Education Group Limited and Embark Early Education Limited Boards of Directors.

Chris Scott

Managing Director

chris.scott@evolveedu.com.au



ATTACHMENT 1 – INDICATIVE STATEMENT OF 20 LARGEST SHAREHOLDERS as at 5 July 2023

EMBARK EARLY EDUCATION LIMITED

**TOP 20 INVESTORS REPORT
WEDNESDAY 5 JULY 2023**

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
Security: EVO - FULLY PAID ORDINARY SHARES			
1	CITICORP NOMINEES PTY LIMITED	27,023,595	16.94%
2	J 47 PTY LTD	21,727,514	13.62%
3	NATIONAL NOMINEES LIMITED	13,055,200	8.18%
4	UPTON124 PTY LTD	7,772,563	4.87%
5	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT DRP>	7,436,944	4.66%
6	A & J ONLINE INVESTMENTS PTY LTD <A & J ONLINE INVESTMENT A/C>	3,620,248	2.27%
7	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,257,686	2.04%
8	NGE CAPITAL LIMITED	3,200,000	2.01%
9	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	2,915,117	1.83%
10	VASONA PTY LTD <OXANDA SUPER A/C>	2,156,250	1.35%
11	PORTMAN TRADING PTY LTD	2,058,500	1.29%
12	BROADGATE INVESTMENTS PTY LTD	1,899,323	1.19%
13	BNP PARIBAS NOMS(NZ) LTD<DRP>	1,747,088	1.10%
14	OPM SUPER CO PTY LTD <M M SUPERANNUATION FUND A/C>	1,530,000	.96%
15	MR AARON MARK MORRIS	1,400,132	.88%
16	MRS KIMBERLEY YIN	1,330,000	.83%



Embark Early Education Limited
 Suite 102, Level 1, M1 Connect Business Hub
 120-122 Siganto Drive
 Helensvale QLD 4212
 p: +61 7 5551 6763
 e: info@embarkeducation.com.au
<https://embarkeducation.com.au>

<u>Rank</u>	<u>Investor</u>	<u>Current Balance</u>	<u>% Issued Capital</u>
17	MR DUNCAN FRASER FORREST + MRS JUDY MARIE FORREST <FORREST FAMILY S/F A/C>	1,274,678	.80%
18	GLENELG FARM PTY LTD	1,106,334	.69%
19	BNP PARIBAS NOMINEES (NZ) LIMITED	1,091,962	.68%
20	DENCLIFF INVESTMENTS PTY LTD <HODGETTS FAM SF A/C>	908,334	.57%
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TOTAL FOR TOP 20:		106,511,468	Investors 20 66.76%
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TOTAL IN THIS REPORT:		106,511,468	Investors 20 66.76%
TOTAL OTHER INVESTORS:		53,038,016	2,009 33.24%
GRAND TOTAL:		159,549,484	2,029 100.00%

end of report



Embark Early Education Limited

Suite 102, Level 1, M1 Connect Business Hub

120-122 Siganto Drive

Helensvale QLD 4212

p: +61 7 5551 6763

e: info@embarkeducation.com.au

<https://embarkeducation.com.au>

ATTACHMENT 2 – INDICATIVE DISTRIBUTION OF SHAREHOLDERS STATEMENT AS AT as at 5 July 2023



EMBARK EARLY EDUCATION LIMITED

INVESTOR RANGES WEDNESDAY 5 JULY 2023

<u>Ranges</u>	<u>Investors</u>	<u>Securities</u>	<u>% Issued Capital</u>
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Security Code : EVO FULLY PAID ORDINARY SHARES

Totals for Security Code EVO

1 to 1000	512	206,847	.13
1001 to 5000	580	1,477,391	.93
5001 to 10000	263	1,999,130	1.25
10001 to 100000	535	18,268,062	11.45
100001 and Over	139	137,598,054	86.24
Total	2,029	159,549,484	100.00

The number of security investors holding less than a marketable parcel of 863 securities (\$580 on 26/06/2023) is 456 and they hold 153231 securities.

end of report