

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Nido Education Limited**ACN/ARSN **650 967 703****1. Details of substantial holder (1)**Name **Nido Education Limited**ACN/ARSN (if applicable) **650 967 703**

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

05/06/2024

The previous notice was given to the company on

23/10/2023

The previous notice was dated

20/10/2023**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)
Fully paid ordinary shares (Shares)	114,357,394	52.10%	114,357,394	50.14%

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
22/12/2023	Nido Education Limited	Relevant interest under section 608(2)(b)(ii) of the Corporations Act 2001 (Cth) in connection with shares issued to settle the performance bonus as disclosed in section 6.6.1(a) of the Company's prospectus dated 20 September 2023.	\$4,584,770	4,584,770 fully paid ordinary shares	4,584,770

05/06/2024	Nido Education Limited	Share ceasing to be subject to voluntary escrow as advised in the ASX announcement dated 28 May 2024.	Not applicable	4,584,770 fully paid ordinary shares	4,584,770

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
Nido Education Limited	See Annexure A	See Annexure A	Relevant interest under section 608(2)(b)(ii) of the Corporations Act 2001 (Cth) arising from the restriction on the disposal of shares under the voluntary escrow deeds between Nido Education Limited and each of the registered holders of securities.	114,357,394 ordinary shares	114,357,394

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
Not applicable	

6. Addresses

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

Name	Address
(1) Three Magic Beans Pty Ltd (ACN 651 256 254)	(1) Suite 3, 1 Park Avenue, Drummoyne, NSW 2047
(2) Bella Horizon Pty Ltd (ACN 651 256 450)	(2) Suite 3, 1 Park Avenue, Drummoyne, NSW 2047

(3) ISAMAX Pty Ltd (ACN 156 123 241)	(3) Suite 3, 1 Park Avenue, Drummoyne, NSW 2047
(4) Money Desert Pty Ltd (ACN 656 699 428)	(4) Suite 3, 1 Park Avenue, Drummoyne, NSW 2047
(5) Hunter Avery Pty Ltd (CAN 640 940 290)	(5) Suite 102, 26-30 Spring Street, Bondi Junction NSW 2022
(6) Mark and Linda Kerr	(6) 37 Berkeley Street, Hawthorn VIC 3122

Signature

print name **Mathew Graeme Edwards** capacity **Director**

sign here



date **06/06/2024**

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.

This is annexure A of 1 page referred to in form 604 Notice of Change of Interests of Substantial Holder of Nido Education Limited

Registered holder of securities	Person entitled to be registered as holder	Shares
Three Magic Beans Pty Ltd	Big Adventure Trust	74,010,847 Shares
Bella Horizon Pty Ltd	EA Melville-Jones Family Trust	1,688,396 Shares
Bella Horizon Pty Ltd	KM Chappell Family Trust	1,688,396 Shares
Bella Horizon Pty Ltd	RM Edwards Family Trust	844,198 Shares
Bella Horizon Pty Ltd	T Edwards Family Trust	844,198 Shares
Bella Horizon Pty Ltd	TL Edwards Family Trust	422,099 Shares
Bella Horizon Pty Ltd	CJ Edwards Family Trust	422,099 Shares
Bella Horizon Pty Ltd	RJ Edwards Family Trust	422,099 Shares
Isamax Pty Ltd	Edwards Family Trust	2,000,000 Shares
Money Desert Pty Ltd	Hundred Acres Trust	29,271,418 Shares
Hunter Avery Pty Ltd	Hunter Avery Family Trust	759,778 Shares
Mark Kerr and Linda Kerr	Lindmark Investments Staff Superannuation Fund	1,983,866 Shares