



ASX Announcement

ASX Code: NDO

Appendix 3Y - Change of Director's Interest Notice

Form 604 – Notice of Change of Interests in Substantial Holder

12 June 2024

Attached for release to the market are the following:

1. an Appendix 3Y - Change of Director's Interest Notice on behalf of Mr Mathew Edwards arising from an off-market acquisition of 500,000 fully paid ordinary shares; and
2. a Form 604 – Notice of change of interests in substantial holder on behalf of Mr Edwards. The notice covers the overall change in substantial holding relevant interests in the shares of the Company in percentage terms to date, and takes into account the shares issued to Mr Edwards on 22 December 2023 under the entitlement terms set out in the Company's prospectus dated 20 September 2023, the transfer of shares as a gift to Mamakai Foundation Limited as trustee for the Mamakai Foundation on 7 June 2024 and the above acquisition of 500,000 shares, since the previous Form 603 notice given to the Company on 20 October 2023.

-Ends-

This ASX announcement was authorised for release by the Company Secretary of Nido Education Limited.

Investor & Media enquiries

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About Nido

Founded in 2021, Nido Education Limited is a national owner, operator and manager of long day early childhood education and care services, operating under the Nido Early School brand. Visit:

www.nidoeducation.edu.au

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Nido Education Limited
ABN	12 650 967 703

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Mathew Graeme Edwards
Date of last notice	11/06/2024

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Refer to Appendix A.
Date of change	7 June 2024
No. of securities held prior to change	Direct: (1) 1,192,960 options \$0.96 exercise 17 July 2027 expiry. Indirect: (1) 117,591,701 ordinary shares.
Class	Fully paid ordinary shares
Number acquired	500,000 ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$500,000 (at \$1.00 per ordinary share)

+ See chapter 19 for defined terms.

Appendix 3Y Change of Director's Interest Notice

No. of securities held after change	Direct: (1) 1,192,960 options \$0.96 exercise 17 July 2027 expiry. Indirect: (1) 118,091,701 ordinary shares.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On 7 June 2024 by off-market transfer, Mr Edwards through Seuss TPYWG Pty Ltd (as trustee for EdSuper Fund) where Mr Mathew Edwards serves as a director and shareholder and is also a member of the fund, acquired 500,000 fully paid ordinary shares.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

Appendix A

Ordinary shares - escrowed until 16 October 2025	Relevant Interest	Quantity
Bella Horizon Pty Ltd <CJ Edwards Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <EA Melville-Jones Family Ac>	Indirect Note 1	1,688,396
Bella Horizon Pty Ltd <KM Chappell Family A/C>	Indirect Note 1	1,688,396
Bella Horizon Pty Ltd <RJ Edwards Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <RM Edwards Family A/C>	Indirect Note 1	844,198
Bella Horizon Pty Ltd <T Edwards Family A/C>	Indirect Note 1	844,198
Bella Horizon Pty Ltd <TL Edwards Family A/C>	Indirect Note 1	422,099
Isamax Pty Ltd <Edwards Family A/C>	Indirect Note 1	2,000,000
Money Desert Pty Ltd <The Hundred Acres A/C>	Indirect Note 1	29,271,418
Three Magic Beans Pty Ltd <Big Adventure A/C>	Indirect Note 1	74,010,847
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		111,613,750

Ordinary shares

Bella Horizon Pty Ltd < RL Edwards Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <A Davies Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <A Dwyer Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <AM Nasko Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <B Dwyer Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <B Neale Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <C&J Walsh Family A/C>	Indirect Note 1	633,149
Bella Horizon Pty Ltd <JR Davies Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <K Davies Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <Kyle Davies Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <L Davies Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <M Ritchie Family A/C>	Indirect Note 1	278,585
Bella Horizon Pty Ltd <N Hymas Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <NJ Edwards Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <P&M Dwyer Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <R Pileggi Family A/C>	Indirect Note 1	168,840
Bella Horizon Pty Ltd <RG Davies Family A/C>	Indirect Note 1	422,099
Bella Horizon Pty Ltd <Sunflower A/C>	Indirect Note 1	844,198
Bella Horizon Pty Ltd <T Davies Family A/C>	Indirect Note 1	168,840
CPU Share Plans Pty Ltd	Indirect Note 2	1,025
Seuss TPYWG Pty Ltd <EdSuper A/C>	Indirect Note 3	500,000
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		6,477,951
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TOTAL		118,091,701

Notes:

1. Mathew Edwards is the sole director of the registered shareholder.
2. Mathew Edwards is the beneficiary.
3. Mathew Edwards is a director and shareholder of the registered shareholder and a member of the fund.

+ See chapter 19 for defined terms.

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 **Mathew Graeme Edwards, Three Magic Beans Pty Ltd ACN 651 256 254 (as trustee for the Big Adventure Trust) (Three Magic Beans), Money Desert Pty Ltd ACN 656 699 428 (as trustee for the Hundred Acres Trust) (Money Desert), Bella Horizon Pty Ltd ACN 651 256 450 (as trustee for the trusts noted below) (Bella Horizon), Isamax Pty Ltd ACN 156 123 241 (as trustee for the Edwards Family Trust) (Isamax), CPU Share Plans Pty Limited ACN 081 600 875 and Seuss TPTYWG Pty Ltd ACN 608 961 637 (as trustee for EdSuper Fund) (Seuss)**

ACN/ARSN (if applicable) **As above**There was a change in the interests of the substantial holder on **07/06/2024**The previous notice was given to the company on **20/10/2023**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	117,590,676	53.57%	118,091,701	51.78%

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	Mathew Graeme Edwards (Indirect-CPU Share Plans Pty Limited)	Shares issued to beneficiary under entitlement terms set out in the Company's prospectus dated 20 September 2023. (1) Section 6.6.1 (page 138)	(1) \$4,584,770 (2) \$1,000	1) 4,584,770 fully paid ordinary shares (2) 1,025 fully paid ordinary shares	4,585,795

		(2) Section 3.9.4 (page 71)			
28/05/2024	Direct-Mathew Graeme Edwards	Shares previously issued for the benefit of Mathew Edwards to the trustee of the Nido Employee Share Trust, being CPU Share Plans Pty Limited, in relation to the performance bonus as disclosed in section 6.6.1(a) of the Company's prospectus dated 20 September 2023, being transferred to Mathew Edwards, resulting in Mathew Edwards being the absolute legal and beneficial owner of the shares, effective 28 May 2024.	Not applicable	4,584,770 fully paid ordinary shares	4,584,770
07/06/2024	(1) Direct-Mathew Graeme Edwards	(1) On 7 June 2024 by off-market transfer of 4,584,770 fully paid ordinary shares to a charitable institution as disclosed in section 6.6.1(a) of the Company's prospectus dated 20 September 2023 as a gift, for nil consideration.	(1) Not applicable	(1) 4,584,770 fully paid ordinary shares	(1) 4,584,770

07/06/2024	(2) Indirect- Seuss Tpywg Pty Ltd <as trustee for Edsuper Fund>	(2) On 7 June 2024 by off- market transfer, Mr Edwards as director and shareholder of Seuss Tpywg Pty Ltd <as trustee for EdSuper Fund> and also a member of the fund, acquired 500,000 fully paid ordinary shares, in the name of Seuss TPYWG Pty Ltd (as trustee for EdSuper Fund).	(2)\$500,000	(2) 500,000 fully paid ordinary shares	(2)500,000
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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
Mathew Graeme Edwards	See Annexure A	See Annexure A	See Annexure A	118,091,701 ordinary shares	118,091,701

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
Mathew Graeme Edwards	18 Fortescue Street, Chiswick, NSW 2047
(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) CPU Share Plans Pty Ltd (ACN 081 600 875)	(5) 452 Johnston Street, Abbotsford, VIC 3067
(6) Seuss TPYWG Pty Ltd (ACN 608 961 637)	(6) 1 Park Avenue, Drummoyne, NSW 2047

Signature

print name	Mathew Graeme Edwards	capacity	Beneficiary / Controller of registered holder
sign here		date	12/06/2024

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 Mathew Graeme Edwards (and related entities)

Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Shares
Three Magic Beans Pty Ltd	Big Adventure Trust	Note 1	74,010,847
Money Desert Pty Ltd	Hundred Acres Trust	Note 1	29,271,418
Isamax Pty Ltd	Edwards Family Trust	Note 1	2,000,000
Bella Horizon Pty Ltd	CJ Edwards Family Trust	Note 1	422,099
Bella Horizon Pty Ltd	EA Melville-Jones Family Trust	Note 1	1,688,396
Bella Horizon Pty Ltd	KM Chappell Family Trust	Note 1	1,688,396
Bella Horizon Pty Ltd	RJ Edwards Family Trust	Note 1	422,099
Bella Horizon Pty Ltd	RM Edwards Family Trust	Note 1	844,198
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Bella Horizon Pty Ltd	RL Edwards Family Trust	Note 1	422,099
Bella Horizon Pty Ltd	A Davies Family Trust	Note 1	168,840
Bella Horizon Pty Ltd	A Dwyer Family Trust	Note 1	168,840
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Bella Horizon Pty Ltd	K Davies Family Trust	Note 1	422,099
Bella Horizon Pty Ltd	Kyle Davies Family Trust	Note 1	168,840
Bella Horizon Pty Ltd	L Davies Family Trust	Note 1	168,840
Bella Horizon Pty Ltd	M Ritchie Family Trust	Note 1	278,585
Bella Horizon Pty Ltd	N Hymas Family Trust	Note 1	168,840
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Bella Horizon Pty Ltd	R Pileggi Family Trust	Note 1	168,840
Bella Horizon Pty Ltd	RG Davies Family Trust	Note 1	422,099
Bella Horizon Pty Ltd	Sunflower Trust	Note 1	844,198
Bella Horizon Pty Ltd	T Davies Family Trust	Note 1	168,840
CPU Share Plans Pty Ltd	Mathew Graeme Edwards	Note 2	1,025
Seuss TPYWG Pty Ltd	EdSuper Fund	Note 3	500,000

Notes:

1. Mathew Graeme Edwards is the sole director of the registered shareholder.
2. Mathew Graeme Edwards is the beneficiary.
3. Mathew Graeme Edwards is a director and shareholder of the registered shareholder and a member of the fund.