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## Form 604

Corporations Law  
Section 671B

### Notice of change of interests of substantial holder

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To Company Name/Scheme EVOLVE EDUCATION GROUP LIMITED (EVO)

ACN/ARSN ARBN 601 709 237

#### 1. Details of substantial holder(1)

Name WESTPAC BANKING CORPORATION (WBC) and its associated companies listed in Annexure 'A'

ACN/ARSN (if applicable) ACN 007 457 141

There was a change in the interests of the substantial holder on 27/05/2015

The previous notice was given to the company on 26/02/2015

The previous notice was dated 24/02/2015

#### 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 in the company or scheme, are as follows:

| Class of securities (4) | Previous Notice |              | Present Notice |                  |
|-------------------------|-----------------|--------------|----------------|------------------|
|                         | Person's votes  | Voting Power | Person's votes | Voting Power (5) |
| ORDINARY SHARES         | 12,015,840      | 6.79%        | 13,813,830     | 7.80%            |

#### 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 |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 27/05/2015     | WBC & its Associates , Advance Asset Management Limited, BT Funds Management (NZ) Limited and BT Investment Management (Fund Services) Limited | See Annexure 'A'     | See Annexure 'A'                              | See Annexure 'A'                        | See Annexure 'A'        |

#### 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 |
|--------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------------|
| Advance Asset Management Limited                 | HSBC Custody Nominees (Australia) Limited. | HSBC Custody Nominees (Australia) Limited.                                                                                                                                                                                    | Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.                                                                      | 476,846 Ordinary               | 476,846        |
| BT Funds Management (NZ) Limited                 | HSBC Custody Nominees (Australia) Limited. | BTNZ Unit Trusts Nominees Ltd<br><br>Guardian Nominees No. 2 Limited                                                                                                                                                          | BT Funds Management (NZ) Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares. | 4,686,984 Ordinary             | 4,686,984      |
| BT Investment Management (Fund Services) Limited | HSBC Custody Nominees (Australia) Limited. | HSBC Custody Nominees (Australia) Limited.<br><br>Asgard Capital Management Limited<br><br>BT Portfolio Services Limited<br><br>Australia and New Zealand Banking Group Limited<br><br>National Australian Custodian Services | BT Investment Management (Fund Services) Limited is the responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.                   | 8,650,000 Ordinary             | 8,650,000      |

#### 5. Changes in association

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

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
|                                   |                       |

## 6. Addresses

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

| Name                                             | Address                                                                                                                                                |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| Westpac Banking Corporation (WBC)                | Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000                                                                                                  |
| Advance Asset Management Limited                 | Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000                                                                                              |
| BT Investment Management (Fund Services) Limited | Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000                                                                                              |
| BT Funds Management (NZ) Limited                 | 16 Takutai Square, AUCKLAND 1010, New Zealand                                                                                                          |
| EVOLVE EDUCATION GROUP LIMITED (EVO)             | The Company Secretary<br>EVOLVE EDUCATION GROUP LIMITED (EVO)<br>Level 2, 54 Fort Street<br>Auckland, New Zealand 1010<br><br>Telephone: +64 9 377 870 |

Signature

Print name Tim Hartin capacity Company Secretary

Sign here \_\_\_\_\_ date 29/05/2015

### **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 Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (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 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 with 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).
- (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 changes in that association since the last substantial holding notice.

## ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 29/05/2015

### TRANSACTION HISTORY

Sales & Purchases for the period : 25/02/2015 to 27/05/2015

SECURITY: EVO

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#### BT Investment Management (Funds Services) Limited

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| Date       | Registered Company                                              | Nature of Change | Quantity       | Consideration     | Class of Securities | Person's votes affected |
|------------|-----------------------------------------------------------------|------------------|----------------|-------------------|---------------------|-------------------------|
| 27/02/2015 | HSBC Custody Nominees (Australia) Limited.                      | Purchase         | 150,000        | 165,000.00        | Ordinary            | 150,000                 |
|            | <b>Total</b>                                                    |                  | <b>150,000</b> | <b>165,000.00</b> |                     |                         |
|            | <b>BT Investment Management (Fund Services) Limited Total :</b> |                  | <b>150,000</b> | <b>165,000.00</b> |                     |                         |

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#### BT Funds Management (NZ) Limited

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| Date       | Registered Company                              | Nature of Change | Quantity       | Consideration     | Class of Securities | Person's votes affected |
|------------|-------------------------------------------------|------------------|----------------|-------------------|---------------------|-------------------------|
| 3/03/2015  | BTNZ Unit Trust Nominees Ltd                    | Sale             | -50,000        | -56,500.00        | Ordinary            | 50,000                  |
| 12/03/2015 | BTNZ Unit Trust Nominees Ltd                    | Purchase         | 70,000         | 74,900.00         | Ordinary            | 70,000                  |
| 9/04/2015  | BTNZ Unit Trust Nominees Ltd                    | Purchase         | 200,000        | 200,000.00        | Ordinary            | 200,000                 |
| 16/04/2015 | BTNZ Unit Trust Nominees Ltd                    | Sale             | -10,000        | -10,700.00        | Ordinary            | 10,000                  |
| 12/05/2015 | BTNZ Unit Trust Nominees Ltd                    | Purchase         | 135,069        | 135,069.00        | Ordinary            | 135,069                 |
| 21/05/2015 | BTNZ Unit Trust Nominees Ltd                    | Purchase         | 18,244         | 18,127.24         | Ordinary            | 18,244                  |
| 25/05/2015 | BTNZ Unit Trust Nominees Ltd                    | Purchase         | 34,677         | 36,064.08         | Ordinary            | 34,677                  |
| 26/05/2015 | BTNZ Unit Trust Nominees Ltd                    | Purchase         | 250,000        | 262,500.00        | Ordinary            | 250,000                 |
|            | <b>Total</b>                                    |                  | <b>647,990</b> | <b>659,460.32</b> |                     |                         |
|            | <b>BT Funds Management (NZ) Limited Total :</b> |                  | <b>647,990</b> | <b>659,460.32</b> |                     |                         |

## ANNEXURE A – ASSOCIATED COMPANIES

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for Westpac Banking Corporation ACN 007 457 141 and its associated entities.

Tim Hartin – Company Secretary, Westpac Banking Corporation – 29/05/2015

|                                                     |                  |                                           |             |
|-----------------------------------------------------|------------------|-------------------------------------------|-------------|
| <b>Westpac Banking Corporation</b>                  | Australia        | Reinventure Fund ILP                      | Australia   |
| 1925 (Commercial) Pty Limited                       | Australia        | RMS Warehouse Trust 2007-1                | Australia   |
| 1925 (Industrial) Pty Limited                       | Australia        | Sallmoor Pty Limited                      | Australia   |
| 1925 Advances Pty Limited                           | Australia        | Securitor Financial Group Limited         | Australia   |
| A.G.C. (Pacific) Limited                            | Papua New Guinea | Seed Pool Trust No. 2                     | Australia   |
| Advance Asset Management Limited                    | Australia        | Series 2007-1G WST Trust                  | Australia   |
| Altitude Administration Pty Limited                 | Australia        | Series 2008-1M WST Trust                  | Australia   |
| Altitude Rewards Pty Limited                        | Australia        | Series 2009-1 WST Trust                   | Australia   |
| Aotearoa Financial Services Limited                 | New Zealand      | Series 2011-1 WST Trust                   | Australia   |
| Ascalon Capital Managers (Asia) Limited             | Hong Kong        | Series 2011-2 WST Trust                   | Australia   |
| Ascalon Capital Managers Limited                    | Australia        | Series 2011-3 WST Trust                   | Australia   |
| Ascalon Funds Seed Pool Trust                       | Australia        | Series 2012-1 WST Trust                   | Australia   |
| Asgard Capital Management Limited                   | Australia        | Series 2013-1 WST Trust                   | Australia   |
| Asgard Wealth Solutions Limited                     | Australia        | Series 2013-2 WST Trust                   | Australia   |
| Australian Loan Processing Security Company Pty Ltd | Australia        | Series 2014-1 WST Trust                   | Australia   |
| Australian Loan Processing Security Trust           | Australia        | Series 2014-2 WST Trust                   | Australia   |
| Bella Trust No. 2                                   | Australia        | SIE-Lease (Australia) Pty Limited         | Australia   |
| Bella Trust                                         | Australia        | SIE-Lease (New Zealand) Pty Limited       | New Zealand |
| Belliston Pty Limited                               | Australia        | Sixty Martin Place (Holdings) Pty Limited | Australia   |
| Bill Acceptance Corporation Pty Limited             | Australia        | St.George Business Finance Pty Limited    | Australia   |
| BT (Queensland) Pty Limited                         | Australia        | St.George Custodial Pty Limited           | Australia   |
| BT Australia Pty Limited                            | Australia        | St.George Equity Finance Limited          | Australia   |
| BT Financial Group (NZ) Limited                     | New Zealand      | St.George Finance Holdings Limited        | Australia   |
| BT Financial Group Pty Limited                      | Australia        | St.George Finance Limited                 | Australia   |
| BT Funds Management (NZ) Limited                    | New Zealand      | St.George Life Limited                    | Australia   |
| BT Funds Management Limited                         | Australia        | St.George Motor Finance Limited           | Australia   |
| BT Funds Management No.2 Limited                    | Australia        | St.George Security Holdings Pty Limited   | Australia   |
| BT Investment Management (Fund Services) Limited    | Australia        | Sydney Capital Corp Inc.                  | USA         |
| BT Investment Management (Institutional) Limited    | Australia        | Tavarua Funding Trust IV                  | USA         |
| BT Investment Management Limited                    | Australia        | Teuton Pty Limited                        | Australia   |
| BT Long Term Income Fund                            | Australia        | The Home Mortgage Company Limited         | New Zealand |
| BT Portfolio Services Limited                       | Australia        | The Mortgage Company Pty Limited          | Australia   |
| BT Private Nominees Pty Limited                     | Australia        | The Warehouse Financial Services Limited  | New Zealand |
| BT Securities Limited                               | Australia        | Value Nominees Pty Limited                | Australia   |
| BT Short Term Income Fund                           | Australia        | W2 Investments Pty Limited                | Australia   |
| BTIM UK Limited                                     | UK               | Waratah Receivables Corp Pty Limited      | Australia   |
| Canning Park Capital Pte. Ltd                       | Australia        | Waratah Securities Australia Limited      | Australia   |
| Capital Corporate Finance Limited                   | Australia        | Westpac (NZ) Investments Limited          | New Zealand |
| Capital Finance (NZ) Limited                        | Australia        | Westpac Administration Pty Limited        | Australia   |
| Capital Finance Australia Limited                   | Australia        | Westpac Administration 2 Limited          | Australia   |
| Capital Finance New Zealand Limited                 | Australia        | Westpac Administration 3 Limited          | Australia   |

|                                             |             |                                               |                  |
|---------------------------------------------|-------------|-----------------------------------------------|------------------|
| Capital Fleetlease Limited                  | Australia   | Westpac Administration 4 Limited              | Australia        |
| Capital Motor Finance Limited               | Australia   | Westpac Altitude Rewards Trust                | Australia        |
| Capital Rent Group Limited                  | New Zealand | Westpac Americas Inc.                         | USA              |
| Castlereagh Trust                           | Australia   | Westpac Asian Lending Pty Limited             | Australia        |
| CBA Limited                                 | Australia   | Westpac Bank of Tonga                         | Tonga            |
| Challenge Limited                           | Australia   | Westpac Bank Samoa Limited                    | Samoa            |
| Core Infrastructure Income Feeder 1 L P     | UK          | Westpac Bank-PNG-Limited                      | Papua New Guinea |
| Core Infrastructure Income Feeder 2 L P     | UK          | Westpac Capital Holdings Inc.                 | USA              |
| Core Infrastructure Income Master L P       | UK          | Westpac Capital Markets Holding Corp.         | USA              |
| Crusade ABS Series 2012 - 1 Trust           | Australia   | Westpac Capital Markets LLC                   | USA              |
| Crusade ABS Series 2013 - 1 Trust           | Australia   | Westpac Capital Trust IV                      | USA              |
| Crusade ABS Series 2015 - 1 Trust           | Australia   | Westpac Capital-NZ-Limited                    | New Zealand      |
| Crusade CP Management Pty Limited           | Australia   | Westpac Cash PIE Fund                         | Australia        |
| Crusade CP No.1 Pty Limited                 | Australia   | Westpac Cook Cove Trust I                     | Australia        |
| Crusade CP Trust No. 52                     | Australia   | Westpac Cook Cove Trust II                    | Australia        |
| Crusade CP Trust No. 53                     | Australia   | Westpac Covered Bond Trust                    | Australia        |
| Crusade CP Trust No. 55                     | Australia   | Westpac Custodian Nominees Pty Limited        | Australia        |
| Crusade CP Trust No. 56                     | Australia   | Westpac Debt Securities Pty Limited           | Australia        |
| Crusade CP Trust No. 57                     | Australia   | Westpac Delta LLC                             | USA              |
| Crusade CP Trust No. 58                     | Australia   | Westpac Direct Equity Investments Pty Limited | Australia        |
| Crusade Euro Trust 1E of 2006               | Australia   | Westpac Equipment Finance (No.1) Pty Limited  | Australia        |
| Crusade Euro Trust 1E of 2007               | Australia   | Westpac Equipment Finance Limited             | Australia        |
| Crusade Global Trust 1 of 2006              | Australia   | Westpac Equity Holdings Pty Limited           | Australia        |
| Crusade Global Trust 1 of 2007              | Australia   | Westpac Equity Investments NZ Limited         | New Zealand      |
| Crusade Global Trust 2 of 2005              | Australia   | Westpac Equity Pty Limited                    | Australia        |
| Crusade Global Trust 2 of 2006              | Australia   | Westpac Europe Limited                        | UK               |
| Crusade Management Limited                  | Australia   | Westpac Finance (HK) Limited                  | Hong Kong        |
| Crusade Trust 1A of 2005                    | Australia   | Westpac Financial Consultants Limited         | Australia        |
| Crusade 2P Trust of 2008                    | Australia   | Westpac Financial Holdings Pty Limited        | Australia        |
| Danaby Pty Limited                          | Australia   | Westpac Financial Services Group Limited      | Australia        |
| Data Republic Pty Limited                   | Australia   | Westpac Financial Services Group-NZ-Limited   | New Zealand      |
| eQR Securities Pty. Limited                 | Australia   | Westpac Financial Services Limited            | Australia        |
| Europe Infrastructure Debt LP               | UK          | Westpac Funds Financing Holdco Pty Limited    | Australia        |
| G.C.L. Investments Pty Limited              | Australia   | Westpac Funds Financing Pty Limited           | Australia        |
| General Credit Holdings Pty Limited         | Australia   | Westpac Funding Holdings Pty Limited          | Australia        |
| General Credits Pty Limited                 | Australia   | Westpac General Insurance Limited             | Australia        |
| Halcyon Securities Pty Limited              | Australia   | Westpac General Insurance Services Limited    | Australia        |
| Hastings Advisers LLC                       | USA         | Westpac Global Capital Markets Pty Limited    | Australia        |
| Hastings Forestry Investments Limited       | New Zealand | Westpac Group Investment-NZ-Limited           | New Zealand      |
| Hastings Forests Australia Pty Limited      | Australia   | Westpac Holdings-NZ-Limited                   | New Zealand      |
| Hastings Funds Management (UK) Limited      | Singapore   | Westpac Investment Capital Corporation        | USA              |
| Hastings Funds Management (USA) Inc.        | UK          | Westpac Investment Vehicle No.2 Pty Limited   | Australia        |
| Hastings Funds Management Asia Pty. Limited | USA         | Westpac Investment Vehicle No.3 Pty Limited   | Australia        |
| Hastings Funds Management Limited           | Australia   | Westpac Investment Vehicle Pty Limited        | Australia        |
| Hastings Infrastructure 1 Limited           | UK          | Westpac Leasing Nominees-Vic.-Pty Limited     | Australia        |
| Hastings Infrastructure 2 Limited           | UK          | Westpac Lenders Mortgage Insurance Limited    | Australia        |

|                                                               |             |                                               |             |
|---------------------------------------------------------------|-------------|-----------------------------------------------|-------------|
| Hastings Investment Capital LP                                | USA         | Westpac Life Insurance Services Limited       | Australia   |
| Hastings Investment Management Pty Ltd                        | USA         | Westpac Life-NZ-Limited                       | New Zealand |
| Hastings Investment Management (Europe) Ltd                   | UK          | Westpac New Zealand Group Limited             | New Zealand |
| Hastings Investments GP LLC                                   | Australia   | Westpac New Zealand Limited                   | New Zealand |
| Hastings Korea Company Limited                                | Korea       | Westpac Nominees-NZ-Limited                   | New Zealand |
| Hastings Management Pty Limited                               | Australia   | Westpac Notice saver PIE Fund                 | Australia   |
| Hastings Private Equity Fund IIA Pty Limited                  | Australia   | Westpac NZ Covered Bond Holdings Limited      | New Zealand |
| Hickory Trust                                                 | Australia   | Westpac NZ Covered Bond Limited               | New Zealand |
| Hitton Pty Limited                                            | Australia   | Westpac NZ Operations Limited                 | New Zealand |
| HLT Custodian Trust                                           | New Zealand | Westpac NZ Securitisation Holdings Limited    | New Zealand |
| Infrastructure GP LLP                                         | UK          | Westpac NZ Securitisation Limited             | New Zealand |
| Infrastructure GP 2 LLP                                       | UK          | Westpac NZ Securitisation No. 2 Limited       | New Zealand |
| Infrastructure Research and Advisory Services Private Limited | India       | Westpac Overseas Holdings No. 2 Pty Limited   | Australia   |
| J O Hambro Capital Management Holdings Limited                | UK          | Westpac Overseas Holdings Pty Limited         | Australia   |
| J O Hambro Capital Management Limited                         | UK          | Westpac Pacific Limited Partnership           | Australia   |
| JOHCM (Singapore) Pte Limited                                 | Singapore   | Westpac Properties Limited                    | Australia   |
| JOHCM (USA) Inc                                               | USA         | Westpac RE Limited                            | Australia   |
| Magnitude Group Pty Limited                                   | Australia   | Westpac Securities Administration Limited     | Australia   |
| MIF Custodian Trust                                           | New Zealand | Westpac Securities Limited                    | Australia   |
| Mortgage Management Pty Limited                               | Australia   | Westpac Securities NZ Limited                 | New Zealand |
| Nationwide Management Pty Limited                             | Australia   | Westpac Securitisation Holdings Pty Limited   | Australia   |
| Net Nominees Limited                                          | Australia   | Westpac Securitisation Management Pty Limited | Australia   |
| North Ryde Office Trust                                       | Australia   | Westpac Singapore Limited                     | Singapore   |
| Number 120 Limited                                            | New Zealand | Westpac Structured Products Limited           | Australia   |
| Oniston Pty Limited                                           | Australia   | Westpac Superannuation Nominees-NZ-Limited    | New Zealand |
| Partnership Pacific Pty Limited                               | Australia   | Westpac Syndications Management Pty Limited   | Australia   |
| Partnership Pacific Securities Pty Limited                    | Australia   | Westpac Term PIE Fund                         | New Zealand |
| Pashley Investments Pty Limited                               | Australia   | Westpac TPS Trust                             | Australia   |
| Qvalent Pty Limited                                           | Australia   | Westpac Unit Trust                            | Australia   |
| RAMS Financial Group Pty Limited                              | Australia   | Westpac USA Inc.                              | USA         |

Note: Westpac retains 59.6% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

|                                                                                                   |           |
|---------------------------------------------------------------------------------------------------|-----------|
| BT Investment Management Limited (59.6%)                                                          | Australia |
| BT Investment Management (Institutional) Limited (Subsidiary of BT Investment Management Limited) | Australia |