

29 September 2016

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of Ceasing to be a Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Ceasing to be a Substantial Holder (Form 605) in respect of Evolve Education Group Limited.

Yours faithfully,



Chris Millard
Company Secretary

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

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

ACN/ARSN ARBN 601 709 237

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

The holder ceased to be a
substantial holder on 27/09/2016

The previous notice was given to the company on 10/06/2015

The previous notice was dated 05/06/2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
27/09/2016	BTT & its Associates, BT Investment Management (Fund Services) Limited *,	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

* BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to the voting interests of the company or scheme are as follows:

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

4. Addresses

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

Name	Address
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
EVOLVE EDUCATION GROUP LIMITED (EVO)	The Company Secretary, EVOLVE EDUCATION GROUP LIMITED (EVO) Level 2, 54 Fort Street Auckland, New Zealand 1010 Telephone: +64 9 377 870

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 29/09/2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (e.g. 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 4 of the form.
- (2) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of “associate” in section 9 of the Corporations Act 2001.
- (4) 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 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.

- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 605, Notice of ceasing to be a substantial holder, lodged for BT Investment Management Limited
ACN 126 365 822

Chris Millard – Company Secretary, BT Investment Management Limited 29/09/2016

Sales & Purchases for the period : 06/06/2015 to 27/09/2016

SECURITY: EVO

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
25/06/2015	HSBC Custody Nominees (Australia) Limited	Sell	-10,000	9,262.35	Ordinary	10,000
26/06/2015	HSBC Custody Nominees (Australia) Limited	Sell	-30,000	27,532.35	Ordinary	30,000
29/06/2015	HSBC Custody Nominees (Australia) Limited	Sell	-60,000	54,621.03	Ordinary	60,000
30/06/2015	HSBC Custody Nominees (Australia) Limited	Sell	-296,905	259,409.05	Ordinary	296,905
11/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-299,722	274,134.76	Ordinary	299,722
14/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-62,000	57,075.33	Ordinary	62,000
14/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-62,000	57,075.33	Ordinary	62,000
15/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-173,308	160,103.01	Ordinary	173,308
15/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-173,308	160,103.01	Ordinary	173,308
16/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-70,260	65,322.57	Ordinary	70,260
16/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-70,260	65,322.57	Ordinary	70,260
17/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-48,957	45,508.90	Ordinary	48,957
18/12/2015	HSBC Custody Nominees (Australia) Limited	Sell	-28,426	26,370.09	Ordinary	28,426
18/12/2015	HSBC Custody Nominees (Australia) Limited	Buy	233,420	216,971.42	Ordinary	233,420
13/01/2016	HSBC Custody Nominees (Australia) Limited	Sell	-48,631	47,788.24	Ordinary	48,631
14/01/2016	HSBC Custody Nominees (Australia) Limited	Sell	-51,369	49,724.31	Ordinary	51,369
3/05/2016	HSBC Custody Nominees (Australia) Limited	Buy	200,000	193,550.71	Ordinary	200,000
23/05/2016	HSBC Custody Nominees (Australia) Limited	Sell	-17,000	15,914.53	Ordinary	17,000
24/05/2016	HSBC Custody Nominees (Australia) Limited	Sell	-203,000	188,206.23	Ordinary	203,000
8/09/2016	HSBC Custody Nominees (Australia) Limited	Sell	280,000	255,076.75	Ordinary	280,000
12/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	101,015	93,028.77	Ordinary	101,015
13/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	21,400	19,571.06	Ordinary	21,400
14/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	81,480	74,885.72	Ordinary	81,480
15/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	24,000	21,978.51	Ordinary	24,000
16/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	600	548.67	Ordinary	600
19/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	1,465	1,335.77	Ordinary	1,465
21/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	5,000	4,547.07	Ordinary	5,000
22/09/2016	HSBC Custody Nominees (Australia) Limited	Buy	17,845	16,093.57	Ordinary	17,845
Total			-738,921	2,461,061.68		

BT Investment Management (Fund Services) Limited Total: -738,921 2,461,061.68