

Disclosure of ceasing to have substantial holding

Section 279, Financial Markets Conduct Act 2013

Note: This form must be completed in accordance with the instructions at the end of the form.

To NZX Limited

and

To Evolve Education Group Limited

Date this disclosure made: 6 August 2018

Date last disclosure made: 5 December 2014

Date on which substantial holding ceased: 3 August 2018

Substantial product holder(s) giving disclosure

Full name(s): Mark Clayton Finlay

Summary of previous substantial holding

Class of quoted voting products: Ordinary shares in Evolve Education Group Limited with security code EVO

Summary for Mark Clayton Finlay

For **last** disclosure,—

- (a) total number held in class: 21,347,382
- (b) total in class: 177,100,000
- (c) total percentage held in class: 12.054%

For current holding **after** ceasing to have substantial holding,—

- (a) total number held in class: 1,208,840
- (b) total in class: 180,278,557
- (c) total percentage held in class: 0.671%

Details of transactions and events giving rise to ceasing of substantial holding

Details of the transactions or other events requiring disclosure:

Off-market sale of 20,138,542 ordinary shares by Mark Clayton Finlay and Geoffrey Robertson Hosking as trustees of the Mark Finlay Investment No. 2 Trust on 3 August 2018 for a total sale price of NZ\$13,090,052.30 (NZ\$0.65 per share).

Additional information

Address(es) of substantial product holder(s): 41 Mahoenui Valley Road, Coatesville, 0793

Contact details: Geoff Hosking: +64 9 920 6478; geoff.hosking@ah.co.nz

Name of any other person believed to have given, or believed to be required to give, a disclosure under the Financial Markets Conduct Act 2013 in relation to the financial products to which this disclosure relates: Geoffrey Robertson Hosking

Disclosure has effect for purposes of directors' and senior managers' disclosure

Mark Clayton Finlay is also a former senior manager of Evolve Education Group Limited. This disclosure also constitutes disclosure for the purposes of the directors' and senior managers' disclosure obligations.

Certification

I, Mark Clayton Finlay, certify that, to the best of my knowledge and belief, the information contained in this disclosure is correct and that I am duly authorised to make this disclosure by all persons for whom it is made.