

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Nido Education Limited

ACN/ARSN 12 650 967 703

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) and ISAMAX PTY LTD ACN 156 123 241 (as trustee for the EDWARDS FAMILY TRUST) (ISAMAX)

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 12/06/2021

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2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares (Shares)	117,590,676	117,590,676	53.572%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Mathew Graeme Edwards	Controller of Three Magic Beans, Money Desert, Bella Horizon and ISAMAX	117,590,676 Shares
Three Magic Beans	Registered holder of the Shares	74,010,847 Shares
BELLA HORIZON PTY LTD as trustee for the EA MELVILLE-JONES FAMILY TRUST	Registered holder of the Shares	1,688,396 Shares
BELLA HORIZON PTY LTD as trustee for the KM CHAPPELL FAMILY TRUST	Registered holder of the Shares	1,688,396 Shares
BELLA HORIZON PTY LTD as trustee for the RM EDWARDS FAMILY TRUST	Registered holder of the Shares	844,198 Shares
BELLA HORIZON PTY LTD as trustee for the T EDWARDS FAMILY TRUST	Registered holder of the Shares	844,198 Shares
BELLA HORIZON PTY LTD as trustee for the NJ EDWARDS FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the RL EDWARDS FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the AM NASKO FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the CJ EDWARDS FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the RJ EDWARDS FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the TL EDWARDS FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the RG DAVIES FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the JR DAVIES FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the KYLE DAVIES FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the L DAVIES FAMILY TRUST	Registered holder of the Shares	168,840 Shares

BELLA HORIZON PTY LTD as trustee for the P&M DWYER FAMILY TRUST	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the R PILEGGI FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the B DWYER FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the A DWYER FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the M RITCHIE FAMILY TRUST	Registered holder of the Shares	278,585 Shares
BELLA HORIZON PTY LTD as trustee for the N HYMAS FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the B NEALE FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the K DAVIES FAMILY TRUST,	Registered holder of the Shares	422,099 Shares
BELLA HORIZON PTY LTD as trustee for the A DAVIES FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the T DAVIES FAMILY TRUST	Registered holder of the Shares	168,840 Shares
BELLA HORIZON PTY LTD as trustee for the C&J WALSH FAMILY TRUST	Sole Director and shareholder of relevant interest holder	633,149 Shares
BELLA HORIZON PTY LTD as trustee for the SUNFLOWER TRUST	Registered holder of the Shares	844,198 Shares
ISAMAX	Registered holder of the Shares	2,000,000 Shares
Money Desert	Registered holder of the Shares	29,271,418 Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Mathew Graeme Edwards Three Magic Beans, Money Desert, Bella Horizon and ISAMAX	Three Magic Beans	Three Magic Beans	74,010,847 Shares
	Bella Horizon	Bella Horizon	12,308,411 Shares
	ISAMAX	ISAMAX	2,000,000 Shares
	Money Desert	Money Desert	29,271,418 Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
ISAMAX	12/09/2023	Y		2,000,000
Money Desert	10/10/2023	Y		29,271,418

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Three Magic Beans	All entities acting in concert with each other
Bella Horizon	
ISAMAX	
Money Desert	

7. Addresses

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

ME_214608631_3

Name	Address
Mathew Graeme Edwards	18 Fortescue Street CHISWICK NSW 2047
Three Magic Beans	Suite 3. 1 Park Avenue DRUMMOYNE NSW 2047
Bella Horizon	
ISAMAX	
Money Desert	

Signature

print name	Mathew Graeme Edwards	capacity	For and on behalf of all substantial holders
sign here		date	/ /

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys 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.