

17 NOVEMBER 2015

Financial Markets Authority
Level 5, Ernst & Young Building
2 Takutai Square, Britomart
AUCKLAND 1010

**EVOLVE EDUCATION GROUP LIMITED - NOTICE OF OPTING-IN TO FINANCIAL
MARKETS CONDUCT ACT 2013**

1. Evolve Education Group Limited (**Evolve**) (5236543) offers a dividend reinvestment plan for its New Zealand and Australian resident shareholders (the **DRP**) under which shareholders can elect to receive shares in Evolve (**Shares**) instead of the cash dividend to which they would otherwise be entitled.
2. Evolve wishes to opt-in to the Financial Markets Conduct Act 2013 (**FMCA**) regime for the **DRP** effective on and from 23 November 2015. It intends to offer Shares under the **DRP** in accordance with the exclusion in clause 10 of Schedule 1 of the **FMCA** and in accordance with clauses 13 to 15 of Schedule 8 to the Financial Markets Conduct Regulations 2014.
3. This letter constitutes notice by Evolve to the Financial Markets Authority under clause 7(3)(a) of Schedule 4 to the **FMCA** that the **FMCA** will apply to the offer of Shares under the **DRP** made after 23 November 2015.
4. A copy of this notice will be included on an Internet site maintained by, or on behalf of, Evolve at all reasonable times during the period between 23 November 2015 and the earlier of the close of the offer or the close of 1 December 2016 (being the close of the date that is 2 years after commencement of clause 4 of Schedule 4 to the **FMCA**), as required by clause 7(3)(b) of Schedule 4 to the **FMCA**.
5. Please contact us if you require any further information.

Yours sincerely



Vivek Singh
Chief Financial Officer & Company Secretary