

EVOLVE EDUCATION GROUP LIMITED – SHAREHOLDER COMMUNICATIONS POLICY

This policy was approved by the Board of Directors (**Board**) of Evolve Education Group Limited (**Company**) on 13 November 2014.

1. Overview

- 1.1 The purpose of this policy is to promote effective communication with shareholders and encourage effective participation at general meetings of the Company.
- 1.2 The Company will ensure that:
 - (a) materials detailed in this policy are maintained and updated on the Company's website (www.evolveeducation.co.nz) within a reasonable timeframe;
 - (b) shareholder communications are distributed to shareholders in accordance with the Companies Act 1993 (**Companies Act**) and listing rules of ASX Limited (**ASX**) and NZX Limited (**NZX**) (together, the **Listing Rules**); and
 - (c) it will use available channels and technologies to communicate widely and promptly to shareholders.

2. ASX and NZX announcements

- 2.1 The Company makes announcements to ASX and NZX in accordance with the Listing Rules and the Companies Act.
- 2.2 Announcements made by the Company to ASX and NZX are, subject to applicable securities laws, available to shareholders:
 - (a) on the 'Investor Relations' section of the Company's website;
 - (b) under the 'Company Announcements' section of the ASX website and the 'Market Announcements' section of the NZX website; and
 - (c) by email notification (when shareholders provide the Company with their email address and elect to be notified of all the Company's ASX and NZX announcements).

3. Company's share registry

- 3.1 Shareholders are able to access information relevant to their holding via the Company share registry website, www.evolveeducation.co.nz. Shareholders who do not have access to the internet should contact the Company's share registry with any enquiries relating to their shareholdings or alternatively contact the Company Secretary via email at vivek.singh@evolveeducation.co.nz.
- 3.2 The ASX and NZX code for the Company is 'EVO'.
- 3.3 Shareholders will be given the option to receive communications from, and send communications to, the Company and its share registry electronically.

4. Annual meetings

- 4.1 The Company usually holds its annual meeting (**AM**) in August each year. The specific date, time and location of each AM will be detailed:
- (a) in the relevant notice of meeting; and
 - (b) on the Company's website.
- 4.2 Alternatively, shareholders can contact the Company's share registry or the Company Secretary directly to obtain this information.
- 4.3 The notice of meeting will be distributed to all shareholders prior to the AM within the timeframe set by the Companies Act and the Company's Constitution. The full text of the notice of meeting will also be available via the 'Investor Relations' section of the Company's website.
- 4.4 Shareholder meetings are an opportunity for shareholders and other stakeholders to hear from and put questions to the Board, the Company's senior management and the external auditor. Shareholders may attend the meeting in person (including by any relevant technological means made available by the Company) or by proxy, representative or attorney.
- 4.5 The chair will provide reasonable time following the consideration of reports for questions and comment on relevant matters (including questions or comments communicated to the Company by absent shareholders).
- 4.6 The chair's address (and any address by the Chief Executive Officer's address) will be released to the market immediately prior to the commencement of the AM. It, along with any webcast made or transcript kept, will be available to shareholders via the Company's website in the same manner as other ASX and NZX announcements.

5. **Annual report**

- 5.1 The annual report contains key financial information about the Company, as well as important operating and corporate information. As permitted by the Companies Act, the default method of receiving the Company's annual reports is electronically via the 'Investor Relations' section of the Company's website (under 'Annual Reports'). A printed copy of the annual report is only sent to shareholders who elect to receive one. Shareholders who wish to receive a printed copy of the annual report should complete the 'Communications' form available on the Company's share registry website or contact the Company's share registry (see above for contact details).
- 5.2 The annual report will be available to all shareholders prior to the AM within the timeframe set by the Companies Act and the Listing Rules.

6. **Half-year and full-year results**

- 6.1 As the half-year and full-year results are announced to ASX and NZX pursuant to the Listing Rules, they will be available to shareholders in the same manner as other ASX and NZX announcements. In addition, the results will be accessible via the 'Investor Relations' section of the Company's website.

7. **Corporate governance**

- 7.1 In accordance with Recommendation 6.1 of the ASX Corporate Governance Council Principles and Recommendations (**ASX Principles**), the Company has a 'Corporate Governance' section on the Company's website.
- 7.2 The Company's annual corporate governance statement is prepared in accordance with the Listing Rules. It is contained in or accompanies the annual report each year and also is or will be available under the 'Corporate Governance' section of the Company's website.
- 7.3 In accordance with Recommendation 1.1 of the ASX Principles, the Company has a formal board charter, containing details of the functions and responsibilities of the Board. To assist the Board in fulfilling its duties and responsibilities, it has established three Board committees:
- (a) the Audit and Risk Committee; and
 - (b) the Governance and Remuneration Committee.
- 7.4 Each of these committees has a formal charter. The Board and committee charters, along with other corporate governance policies and documents, are also available to shareholders from the 'Corporate Governance' section of the Company's website.

8. **Media releases**

Access to the Company's media releases is available from the 'Investor Relations' section of the Company's website and they are released to the market via ASX and NZX.

9. **Investor and analyst briefings**

- 9.1 At the time of announcement to ASX and NZX of the Company's half-year and full-year results the Company may conduct investor and analyst briefings. Investor and analyst briefings may occur at other times during the year as the Board deems appropriate.
- 9.2 If and when investor and analyst briefings occur at other times during the year, any presentation materials provided and webcasts or transcripts (if kept) will be made available to all shareholders via the 'Investor Relations' section of the Company's website and will be released to the market prior to delivery.

10. **Information for beneficial owners**

Beneficial owners of the Company securities are encouraged to contact the Company's share registry to arrange the direct receipt of shareholder materials.

11. **Other information**

The Company's website will also contain the information set out at Schedule A.

12. **Publishing and updating the policy**

In compliance with the ASX Principles, this policy or a summary of its main provisions will also be published on the Company's website. The Board may approve updates and amendment of this policy from time to time.

13. **Questions about the policy and its application**

- 13.1 Employees should direct their questions about the policy and its application in the first instance to the Company Secretary.
- 13.2 Shareholders, investors and members of the public should direct their questions about this policy and its application to the Company's share registrar, the details of which are set out in section 3.

Last Updated 13 November 2014

Schedule A

The Company's website will contain:

- the names, photographs and brief biographical information of each of the Directors and senior executives;
- the Company's Constitution, its Board Charter and the charters of each of its Board committees;
- the Company's corporate governance policies and its other corporate governance materials;
- copies of the Company's annual reports and financial statements;
- copies of the Company's announcements to ASX and NZX;
- copies of notices of meetings of shareholders and any accompanying documents;
- webcasts and/or transcripts of meetings of shareholders and copies of any documents tabled or otherwise made available at those meetings;
- webcasts and/or transcripts of investor or analyst presentations and copies of any materials distributed at those presentations;
- an overview of the Company's current business;
- a description of how the Company is structured;
- a summary of the Company's history;
- a key events calendar showing the expected dates in the forthcoming year for:
 - results presentations and other significant events for investors and analysts;
 - the annual meeting of the Company;
 - books' closing dates for determining entitlements to dividends or distributions; and
 - ex-dividend and payment dates for dividends or distributions;
- once they are known, the time, venue and other relevant details for results presentations and the annual meeting of the Company;
- if the Company has different classes of securities on issue, a brief description of those different classes and the rights attaching to them;
- historical information about the market prices of the Company's securities;
- a description of the Company's dividend or distribution policy;
- information about the Company's dividend or distribution history;
- copies of media releases that the Company makes;
- contact details (preferably for a named individual) for enquiries from shareholders, analysts or the media;
- contact details for the Company's securities registry; and
- links to download key shareholder forms, such as transfer and transmission forms, dividend and distribution reinvestment plan forms.