

Notice of Annual Meeting

27 June 2022 10am

Evolve Education Group Limited is pleased to confirm its Annual Meeting will be held at Link Market Services, Level 30, PwC Tower, 15 Customs Street West, Auckland, and via a web platform, on Monday 27 June 2022 at 10am.

The meeting will be restricted to the formal meeting process and no post-meeting refreshments will be offered.

Shareholders may engage with us online via a virtual meeting at www.virtualmeeting.co.nz/evo22. In the event that COVID-19 related restrictions are in place which prevent Evolve Education Group Limited (*Evolve*) from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, then the Board may decide to hold a virtual only Annual Meeting. Evolve shall advise shareholders of any decision by the Board to move to an entirely virtual meeting through an announcement to the NZX and ASX.

AGENDA

- Chairperson's Address
- Resolutions

RESOLUTIONS

To consider and, if thought appropriate, pass the following ordinary resolutions:

Auditor Remuneration

Resolution 1: That the Board be authorised to fix the fees and expenses of the auditor of Evolve for the ensuing year.

Re-election of Director

Resolution 2: That Chris Scott be re-elected as a Director of Evolve.

Resolution 3: That Chris Sacre be re-elected as a Director of Evolve.

Resolution 4: That Hamish Stevens be re-elected as a Director of Evolve.

EXPLANATORY NOTES

Resolution 1 - Auditor's appointment and remuneration

Evolve's current auditors, Grant Thornton New Zealand, will be automatically reappointed as the auditor of Evolve under section 207T of the Companies Act 1993. Under section 207S of the Companies Act 1993, auditors' fees and expenses must be fixed in the manner determined at the 2022 Annual Meeting. Accordingly, resolution 1 authorises the Board to fix the fees and expenses of Grant Thornton New Zealand as auditor of Evolve for the following year.

Resolution 2, 3 & 4 - Re-election of Directors

Chris Scott, Chris Sacre and Hamish Stevens were reappointed by shareholders on 18 September 2019, and are now required to retire in accordance with NZX Listing Rule 2.7.1, which prohibits a director from holding office (without re-election) for longer than 3 years or 3 annual meetings, whichever is longer. Being eligible, they offer themselves for re-election.

The Board unanimously supports the re-elections of Chris Scott, Chris Sacre and Hamish Stevens and recommends that shareholders vote in favour of resolutions 2, 3 and 4.

ATTENDANCE AND VOTING

Your rights to vote may be exercised by:

- a) attending and voting in person or online; or
- b) casting a postal or online vote; or
- c) appointing a proxy (or representative) to attend and vote in your place.

You can appoint a proxy or cast a postal vote online at vote.linkmarketservices.com/EVO or by completing and returning the Proxy Voting Form (which is enclosed with this Notice of Annual Meeting) no later than **10am on Saturday, 25 June 2022**.

Please note:

1. If you wish to exercise your vote for the above resolutions by casting a postal or online vote, or by proxy please refer to the Procedural Notes on page 3.
2. If you intend to attend the 2022 Annual Meeting in person, please email your RSVP to info@eeg.co.nz.

By order of the Board

Edmund Mah
Company Secretary
26 May 2022

PROCEDURAL NOTES

Voting

Voting on all resolutions put before the meeting shall be by way of poll. Shareholders are encouraged to cast a postal or online vote or appoint a proxy to exercise their vote on their behalf if they cannot attend the meeting.

If you do not attend the meeting, cast a postal or online vote, or appoint a proxy then no vote will be exercised in respect of your shareholding.

All resolutions are ordinary resolutions and will be passed if approved by a simple majority of votes of those shareholders entitled to vote and voting on them.

Results of the voting will be available after the conclusion of the meeting and will be notified on NZX and ASX.

Postal and online voting

The Board has determined that shareholders entitled to attend and vote at the meeting may cast a postal or online vote instead of attending or appointing a proxy to attend. Link Market Services Limited has been authorised by the Board to receive and count postal and online votes.

You can cast a postal vote by completing and sending the Proxy and Postal Voting Form (enclosed with this Notice of Meeting) by post, email (as a scanned attachment), or delivering it by hand so that, in each case, the form is received by **Link Market Services Limited** no later than **10am on Saturday, 25 June 2022**.

Online votes can be made at vote.linkmarketservices.com/EVO. Online votes must be made by **10am on Saturday, 25 June 2022**.

Voting by proxy

You can appoint a proxy to attend and vote in your place.

You can appoint a proxy online at vote.linkmarketservices.com/EVO or by completing and returning the Proxy Voting Form (enclosed with this Notice of Meeting) in the manners specified on the Proxy Voting Form so that the form is received by Link Market Services Limited no later than 10am, **Saturday, 25 June 2022**.

The proxy need not be a shareholder of Evolve. The Chairperson of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose.

If you select a proxy to vote on your behalf (including the Chairperson of the meeting), and you confer on the proxy a discretion on the Proxy Voting Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting. If you do not tick any boxes or your direction on how the proxy is to vote is unclear (in the proxy's sole opinion) in respect of a resolution, then the direction is to abstain.

The Chairperson intends to vote all discretionary proxies in favour of all resolutions.

Presentation materials

If you are not able to attend the Annual Meeting, copies of any materials presented at the meeting by the Chairperson and the Chief Executive Officer will be available on the NZX website (www.nzx.com), ASX's Website (www.asx.com.au) and on Evolve's website (www.evolveeducation.co.nz) shortly before the Annual Meeting commences.

BIOGRAPHIES

Chris Scott

(Managing Director)

Chris Scott has over 37 years' experience in senior management positions. He has spent 18 years in business in Singapore where he founded a number of successful businesses. Chris founded S8 Limited which listed on the ASX in 2001. S8 was an integrated travel company that acquired 36 businesses over a five year period and was capitalised at \$700 million. S8 Limited was the subject of a successful takeover bid in late 2006. Chris was the Founder and, from 2010 to 2016, the Managing Director of ASX listed G8 Education which evolved into Australia's largest listed early education and child care provider. During this period, the G8 Education Limited portfolio grew from 38 to over 500 preschool education centres in Australia (plus 20 owned centres in Singapore with an additional 65 franchised centres). Chris was also instrumental in raising over \$500 million in equity capital and more than \$500 million in debt (including Singapore dollar bonds). G8 Education's market capitalisation grew from \$4 million in 2010 to a peak of approximately \$1.9 billion.

Chris is Managing Director of Evolve, having been first appointed by the Board in November 2018, and is a non-independent director.

Chris Sacre

(Non-Independent Executive Director)

Chris Sacre is widely regarded and respected within the childcare industry. Chris developed a passion for the industry in early 2007 when he provided financial consultative services, as an Advisory Manager for PricewaterhouseCoopers, to G8 Education (formally Early Learning Services) in the lead up to the public listing. After successfully floating the company in 2007, Chris joined G8 Education as Chief Financial Officer. During his time with G8 Education, Chris was instrumental to the growth of the company with over 400 childcare acquisitions, raising over \$500 million in capital and increasing market capitalisation from \$4 million to a peak of approximately \$1.9 billion. Chris is a member of both Evolve's Remuneration and People Committee and the Audit and Risk Committee.

Chris was first appointed by the Board in November 2018 and is a non-independent director.

Hamish Stevens

(Chair of the Board)

Hamish Stevens has held independent directorships on several boards since 2010 and is currently Chair of East Health Services, a director of NZX-listed Marsden Maritime Holdings, Northport, Radius Residential Care and Counties Energy. Prior to his governance career Hamish held senior finance positions with Heinz Wattie, Tip Top Ice Cream and DB Breweries. Hamish is a qualified Chartered Accountant and is a Chartered Fellow of the Institute of Directors.

Hamish was first appointed by the Board in July 2019 and is an independent director.