

# Annual Meeting

## 17 August 2017 2pm

Evolve Education Group Limited is pleased to confirm its Annual Meeting will be held at Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland on Thursday 17 August 2017 at 2pm.

### AGENDA

- Chairperson's Address
- Chief Executive Officer's Presentation
- Ordinary Resolutions

### ORDINARY 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 PricewaterhouseCoopers as auditor for the ensuing year.

#### Election of Directors

**Resolution 2:** That Gráinne Troute be elected as a Director of Evolve Education Group Limited.

**Resolution 3:** That Anthony Quirk be elected as a Director of Evolve Education Group Limited.

**Resolution 4:** That Lynda Reid be elected as a Director of Evolve Education Group Limited.

## EXPLANATORY NOTES

### Resolution 1 - Auditor's remuneration

Evolve Education Group Limited's (*Evolve Education*) current auditors, PricewaterhouseCoopers will be automatically reappointed as the auditor of Evolve Education 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 2017 Annual Meeting. Accordingly, Resolution 1 authorises the Board to fix the fees and expenses of PricewaterhouseCoopers as auditor of Evolve Education for the following year.

### Resolutions 2, 3 & 4 - Election of Directors

Under clause 22.7 of Evolve Education's Constitution and NZX Main Board/Debt Market Listing Rule 3.3.11 (the *Listing Rules*), at least one third of Evolve Education's Directors (or the number nearest to one third) are required to retire from office at each Annual Meeting, and are eligible for re-election at that meeting. Those Directors retiring by rotation are the Directors who have been longest in office since they were last elected or deemed elected.

The Directors retiring by rotation at the 2017 Annual Meeting are Greg Kern and Mark Finlay, neither of whom are standing for re-election.

Gráinne Troute, Anthony Quirk and Lynda Reid were appointed as Directors of Evolve by the Board to hold office until the 2017 Annual Meeting. Under Listing Rule 3.3.6, each of Gráinne Troute, Anthony Quirk and Lynda Reid must retire from office at the 2017 Annual Meeting, but are eligible for election.

The Board unanimously supports the election of each of Gráinne Troute, Anthony Quirk and Lynda Reid and recommends that shareholders vote in favour of resolutions 2, 3 & 4. Biographies for each of Gráinne Troute, Anthony Quirk and Lynda Reid are set out on page 4.

## ATTENDANCE AND VOTING

Your rights to vote may be exercised by:

- a) attending and voting in person;
- 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](http://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 **2pm on Tuesday, 15 August 2017**. Following the formal part of the 2017 Annual Meeting, the Directors invite shareholders to join them for light refreshments.

### 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 and 4.
2. If you are attending the 2017 Annual Meeting in person, please email a RSVP to [info@eeg.co.nz](mailto:info@eeg.co.nz).

By order of the Board

Stephen Davies  
Company Secretary  
July 2017

## 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 in person.

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

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

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 fax, or deliver it by hand so that, in each case, the form is received by **Link Market Services Limited** no later than **2pm on Tuesday, 15 August 2017**.

Online votes can be made at [vote.linkmarketservices.com/EVO](http://vote.linkmarketservices.com/EVO). Online votes must be made by **2pm on Tuesday, 15 August 2017**.

### 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](http://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 **2pm on Tuesday, 15 August 2017**.

The proxy need not be a shareholder of Evolve Education. The Chairperson of the meeting is willing to act as proxy for any shareholder who may wish to appoint her 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 Postal and 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 resolutions 1 to 4.

### Presentation materials

If you are not able to attend to 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](http://www.nzx.com)), ASX's Website ([www.asx.com.au](http://www.asx.com.au)) and on Evolve Education's website ([www.evolveeducation.co.nz](http://www.evolveeducation.co.nz)) shortly after the Annual Meeting commences.

## BIOGRAPHIES

### Gráinne Troute

Non-Executive Director (Independent)

Gráinne has extensive experience as a corporate executive and in board and charitable trust governance roles.

She is currently a director of NZX-listed companies Tourism Holdings Limited and Summerset Group Holdings Limited. She was General Manager, Corporate Services at SKYCITY Entertainment Group Limited for 8 years and earlier held senior executive roles at McDonald's Restaurants for 14 years, for the last three of which she was Managing Director, New Zealand.



Gráinne also served for many years as a trustee and chair in the not-for-profit sector, including having been Chair of Ronald McDonald House Charities NZ for five years.

### Anthony Quirk

Non-Executive Director (Non-Independent)

Anthony is an experienced financial sector professional with broad knowledge and expertise in the financial markets, the listed company sector, and in governance. Anthony completed 9 years as Managing Director of Milford Asset Management in mid-2016 and has since started to build a varied portfolio of governance interests with an emphasis on roles that improve communities.

Anthony brings strong governance, strategic, executive leadership, listed company and financial credentials, together with a strong community focus, to the Evolve Board.

Prior to Milford, Anthony was for 7 years Managing Director of Tyndall Investment Management (NZ) Limited and for the 7 years prior to that was General Manager ANZ Funds Management.

In addition to Evolve Education Group Limited, Anthony is currently a director of Milford Asset Management Limited (from 2007), Deputy Chair of New Zealand Water Polo (from 2017), a Trustee of Youth Development Trust Wellington acting for the Graeme Dingle Foundation in Wellington (from 2017), and Deputy Chair of Compass Housing New Zealand (from 2017). Anthony was previously a member of the Board of the Institute of Finance Professionals (2010-2015, Chairman 2014-2015) and is a Fellow of that organisation.



As a director of Milford Asset Management, though not appointed as a representative of that organisation, Anthony is a non-independent director of Evolve.

**Lynda Reid**  
Non-Executive Director (Independent)

Lynda is a well-qualified and highly experienced education sector professional, having recently retired after 20 years (1996-2016) as Principal/CEO of one of New Zealand's leading schools. As former CEO of St Cuthbert's College in Auckland, Lynda will make a significant contribution and add strong technical, social and business diversity to the Evolve board. Lynda's appointment adds excellent sector expertise coupled with robust executive leadership and governance experience.



St Cuthbert's is a major enterprise with a roll of up to 1,500 students from 5 to 18 years of age, 250+ staff, three schools on two campuses and an IT network supporting over 1,700 users. As CEO of St Cuthbert's, Lynda had overall responsibility for the learning, development and advancement of the school community (students and teachers), parent liaison, the advancement of the College within the community, the development of school facilities, and the overall financial and community performance of the school in line with its social and community purpose.

As St Cuthbert's CEO, Lynda was involved with a wide range of stakeholder groups, people and organisations including the school board, parents, teachers, students, Ministry of Education and the education community generally, and commercial organisations.

Lynda is an Officer of the New Zealand Order of Merit (2017) and a recipient of the Independent Schools of New Zealand Distinguished Service Award (2016), along with many other distinguished service awards and recognitions, and regular membership of important sector forums. Lynda is an independent director of Evolve.

