

Annual Meeting

31 July 2018 3pm

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 Tuesday 31 July 2018 at 3pm.

AGENDA

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

Following the formal part of the 2018 Annual Meeting, the Directors invite shareholders to join them for light refreshments.

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.

Re-election of Director

Resolution 2: That Norah Barlow be re-elected as a Director of Evolve Education Group Limited.

Resolution 3: That Alistair Ryan be re-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 2018 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.

Resolution 2 & 3 - Re-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 at the 2018 Annual Meeting are Norah Barlow and Alistair Ryan. Norah Barlow and Alistair Ryan are standing for re-election and their biographies are set out on page 4.

The Board unanimously supports the re-elections of Norah Barlow & Alistair Ryan and recommends that shareholders vote in favour of resolutions 2 & 3.

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 or by completing and returning the Proxy Voting Form (which is enclosed with this Notice of Annual Meeting) no later than **3pm on Sunday, 29 July 2018**.

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 are attending the 2018 Annual Meeting in person, please email a RSVP to info@eeg.co.nz.

By order of the Board

Stephen Davies
Company Secretary
28 June 2018

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 delivering it by hand so that, in each case, the form is received by **Link Market Services Limited** no later than **3pm on Sunday, 29 July 2018**.

Online votes can be made at vote.linkmarketservices.com/EVO. Online votes must be made by **3pm on Sunday, 29 July 2018**.

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 **3pm on Sunday, 29 July 2018**.

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 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 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, 2 & 3.

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), ASX's Website (www.asx.com.au) and on Evolve Education's website (www.evolveeducation.co.nz) shortly after the Annual Meeting commences.

BIOGRAPHIES

Norah Barlow

Chairperson (Independent) MCom, CA

Norah is the Managing Director and CEO of Estia Health Limited, an ASX listed company providing aged care in 68 homes through 4 States in Australia. Norah is an accountant by profession, having operated her own partnership for a number of years, prior to becoming the Group Accountant, and then CEO of NZX and ASX listed Summerset Group. Norah retired from that role in April 2014 remaining on the Board as a non-executive Director until 2016, when she was appointed to Estia. Norah is also a Ministerial appointee to the National Advisory Council for the Employment of Women. In 2014 she was awarded an ONZM for services to business.



Norah is a member of both Evolve Education's Remuneration and People Committee and the Audit and Risk Committee.

Alistair Ryan

Chairperson (Independent) MCom, CA

Alistair is an experienced company director and former corporate executive. He is currently Chairman of NZX listed investment companies Kingfish Limited, Barramundi Limited and Marlin Global Limited, a Director and Audit and Risk Committee Chair of listed company Metlifecare Limited, a Director and Finance & Disclosure Committee Chair of Kiwibank Limited, and a Director of Christchurch Casinos Limited. Alistair is also a member of the FMA's Audit Oversight Committee.



Alistair retired from NZX and ASX-listed SKYCITY Entertainment Group Limited as Chief Financial Officer in June 2011 after a 16-year career with the company, which began just prior to its opening and stock exchange listing in February 1996.

Alistair is a member of Evolve Education's Audit and Risk Committee.

LODGE YOUR PROXY/POSTAL VOTE:

Online:

<https://vote.linkmarketservices.com/EVO>

Scan & Email: meetings@linkmarketservices.com
(Please use "EVO Proxy Form" as the subject for easy identification).

By Fax: + 64 9 375 5990

Mail: Use the enclosed reply
paid envelope or address to:
Link Market Services
PO Box 91976, Auckland 1142,
New Zealand.

By hand:
Link Market Services
Level 11, Deloitte Centre
80 Queen Street, Auckland,
New Zealand.

**SCAN THIS QR CODE WITH YOUR
SMARTPHONE AND VOTE ONLINE**



General Enquiries

+64 9 375 5998 or email: enquiries@linkmarketservices.com

EVOLVE EDUCATION GROUP LIMITED ANNUAL MEETING

2018 Admission Card, Proxy or Postal Voting Form

The Evolve Education Group Limited Annual Meeting will be held on Tuesday, 31 July 2018 at 3pm (NZST) at Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand.

For your postal vote or proxy to be effective it must be lodged with Link Market Services by no later than 3pm, Sunday 29 July 2018 (NZST).

NOTES

Attending the Meeting

1. If you propose to ATTEND the Annual Meeting please bring this Proxy Form to the meeting to assist with your registration. All shareholders must register with Link Market Services prior to entering the meeting room.

Postal Vote

2. If you will not attend the Annual Meeting, you may vote by postal vote. Your postal vote may be completed online, mailed, delivered, faxed or scanned and emailed in accordance with the instructions above. Link Market Services Limited has been authorised by the Board to receive and count postal votes at the meeting. If you submit a postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution. If you submit a postal vote section and also appoint a proxy, your postal vote will take priority over your proxy appointment.

Proxy Appointment

3. If you are a shareholder entitled to attend and vote at the Annual Meeting you are entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of you. This Proxy Form may be completed online, mailed, delivered, faxed or scanned and emailed in accordance with the instructions above.
A proxy can be any person of your choice and does not have to be a shareholder of Evolve Education. If you wish you can appoint the Chairperson of the Meeting as your proxy. The Chairperson will vote in accordance with your instructions, or, failing your instruction, in accordance with the terms set out in note 4 of this Proxy Form.
4. If you tick the box "discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you tick the "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. 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 discretionary proxies in favour of all Resolutions.
5. If you return this form without appointing a proxy your Proxy Form will be invalid.
6. This Proxy Form must be signed by you or your attorney, duly authorised in writing. In the case of a joint shareholding, this proxy must be signed by each of the joint shareholders (or their duly authorised attorney). In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the corporate shareholder, or an attorney duly authorised by the corporate shareholder.
7. If the proxy is signed under a power of attorney, a certificate of non-revocation must be completed and a copy of the power of attorney provided to Link Market Services Limited, unless it has already been noted by the Company or Link Market Services Limited.

General

8. This Postal/ Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be lodged with Link Market Services Limited by no later than 3pm, Sunday 29 July 2018 (NZST), (being 48 hours prior to the meeting) in accordance with the instructions above.

Go online to **vote.linkmarketservices.com/EVO** to appoint your proxy, or turn over to complete the form.

SECTION 1: VOTE BY POSTAL VOTE OR APPOINT A PROXY

POSTAL VOTE

I wish to vote by postal vote (please tick the box).

OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of **Evolve Education Group Limited**:

Hereby appoint

Or failing that person

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of Evolve Education Group Limited to be held at 3pm on Tuesday, 31 July 2018 (NZST), or at any adjournment of that meeting. If you wish, you may appoint the Chairperson of the Meeting as your proxy by entering "Chairperson of the Meeting" in the box above.

SECTION 2: VOTING INSTRUCTIONS

This form is to be used to vote as follows on the following resolutions:

TICK (☐) IN BOX TO RECORD YOUR VOTE

BUSINESS	FOR	AGAINST	ABSTAIN	DISCRETION
1. That the Board be authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Norah Barlow be re-elected as a Director of Evolve Education Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Alistair Ryan be re-elected as a Director of Evolve Education Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Shareholder 1

Shareholder 2

Shareholder 3

or director or duly authorised officer or attorney

Contact name _____

Contact Telephone _____

Date _____

Email _____

If you received the Notice of Meeting & Proxy by mail and wish to receive your future investor communications by email please provide your email address above.