

# Annual Meeting

## 23 September 2020 10am

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, and via a web platform, on Wednesday 23 September 2020 at 10am.

The meeting will be restricted to the formal meeting process and no post-meeting refreshments will be offered due to the risks relating to the COVID-19 pandemic.

Shareholders may engage with us online via a virtual meeting at [www.virtualmeeting.co.nz/evo20](http://www.virtualmeeting.co.nz/evo20). 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 Appointment and Remuneration

**Resolution 1:** That Grant Thornton New Zealand be appointed as auditor of Evolve and that the Board be authorised to fix the fees and expenses of the auditor for the ensuing year.

#### Re-election of Director

**Resolution 2:** That Kim Campbell be re-elected as a Director of Evolve.

**Resolution 3:** That Adrian Fonseca be re-elected as a Director of Evolve.

## EXPLANATORY NOTES

### Resolution 1 - Auditor's appointment and remuneration

In 2020, Evolve's Board ran a competitive tender process for the provision of audit services. Shareholders are being asked to appoint Grant Thornton New Zealand as Evolve's new external auditor in accordance with the recommendation of Evolve's Board as a result of that process.

The change in auditor will apply from the conclusion of the 2020 Annual Meeting. Representatives of both Evolve's current auditors, PwC, and Grant Thornton New Zealand will be in attendance at the 2020 Annual Meeting.

Under section 207P of the Companies Act 1993, Evolve must at the 2020 Annual Meeting appoint a qualified auditor to hold office and audit the financial statements for the ensuing year. In addition, under section 207S of the Companies Act 1993, auditor's fees and expenses must be fixed in the manner determined at the 2020 Annual Meeting.

Accordingly, resolution 1 authorises the appointment of Grant Thornton New Zealand as auditor of Evolve and authorises the Board to fix the fees and expenses of the auditor for the ensuing year.

### Resolution 2 & 3 - re-election of Directors

Kim Campbell and Adrian Fonseca were appointed as Directors of Evolve by the Board effective from 19 September 2019. Under NZX Listing Rule 2.7.1, each of Kim Campbell and Adrian Fonseca must retire from office at the 2020 Annual Meeting. Being eligible, they offer themselves for re-election.

The Board unanimously supports the re-elections of Kim Campbell and Adrian Fonseca and recommends that shareholders vote in favour of resolutions 2 and 3.

## ATTENDANCE AND VOTING

Your rights to vote may be exercised by:

- a) attending and voting in person, if the meeting proceeds as a physical meeting; 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](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 **10am on Monday, 21 September 2020**.

#### 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 2020 Annual Meeting in person, please email your RSVP to [info@eeg.co.nz](mailto:info@eeg.co.nz).

By order of the Board

Edmund Mah  
Company Secretary  
25 August 2020

# 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.

Resolutions 1, 2 and 3 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 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.

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 **10am on Monday, 21 September 2020**.

Online votes can be made at [vote.linkmarketservices.com/EVO](http://vote.linkmarketservices.com/EVO). Online votes must be made by **10am on Monday, 21 September 2020**.

## 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 **10am on Monday, 21 September 2020**.

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 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's website ([www.evolveeducation.co.nz](http://www.evolveeducation.co.nz)) shortly before the Annual Meeting commences.

## BIOGRAPHIES

### Kim Campbell (Independent Director)

Kim attended the University of Canterbury completing a Bachelor of Arts in Geography.

Kim was the CEO of the Employers & Manufacturers Association. Kim is currently a Director of Douglas Pharmaceuticals, Chair of the ASB Showground and Chair of Auckland Manufacturers Association.

The Board has determined that Kim is an independent Director. With his extensive management experience, Kim is the current Chair of Evolve's Remuneration and People Committee.



### Adrian Fonseca (Independent Director)

Adrian attended the University of Melbourne completing a Bachelor of Laws (Hons) and a Bachelor of Commerce.

Adrian has in excess of twenty years' professional experience in law and investment banking in Sydney, Singapore and London. He is also the Founder and Managing Director of Oxanda Education, a large Australian based childcare operator with centres in NSW, Queensland and Victoria. Adrian is also a Director and Deputy Chairman of the GWS Giants AFL Club and Deputy Chairman of the GWS Giants Foundation.

The Board has determined that Adrian is an independent Director. Given his experience and background in law, finance and risk management, Adrian is the current Chair of Evolve's Audit and Risk Committee.

