

EVOLVE EDUCATION GROUP LIMITED INITIAL PUBLIC OFFER

14 November 2014

INFORMATION FOR AUSTRALIAN INSTITUTIONAL INVESTORS AND AUSTRALIAN BROKER FIRM OFFER INVESTORS

Important Notice

This document contains additional information for eligible Australian Institutional Investors and Australian Broker Firm Offer Investors (both, as defined below) (**Additional Australian Information**) and accompanies the **attached** New Zealand investment statement¹ (**New Zealand Investment Statement**) for the offer of ordinary shares (**Offer Shares**) in Evolve Education Group Limited ARBN 601 709 237 (**Evolve**) (**Offer**). Evolve has also prepared a separate New Zealand prospectus (**New Zealand Prospectus** and, together with the New Zealand Investment Statement, the **New Zealand Offer Documents**) that was registered with the New Zealand Companies Office on 14 November 2014.

You should read all of the New Zealand Offer Document and this Additional Australian Information before deciding whether or not to purchase Offer Shares.

1. Institutional Offer in Australia and Australian Broker Firm Offer

The Offer is being made in Australia only to:

- selected institutional investors (**Australian Institutional Investors**); and
- Australian residents who apply for an allocation of Offer Shares from a broker in Australia (**Broker**) (being a company designated as a market participant by ASX Limited (**ASX**)) (**Australian Broker Firm Offer Investors**).

No general public offer is being made in Australia. Australian residents who are not Australian Institutional Investors or Australian Broker Firm Offer Investors will not be eligible to apply for Offer Shares.

The institutional offer in Australia (**Institutional Offer**) consists of an invitation to Australian Institutional Investors and Brokers to bid for Offer Shares. The Australian broker firm offer (**Australian Broker Firm Offer**) consists of an invitation to Australian Broker Firm Offer Investors to apply for Offer Shares. For further details, refer to the *Details of the Offer* section of the New Zealand Prospectus and the *Terms of the Offer* section of the New Zealand Investment Statement.

2. New Zealand Offer Document

The Institutional Offer and Australian Broker Firm Offer are being made in Australia under the New Zealand Offer Document by relying on the Trans-Tasman Mutual Recognition scheme in Chapter 8 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Corporations Regulations 2001* (Cth) (**Corporations Regulations**).

This Additional Australian Information contains disclosure relevant to Australian Institutional Investors and Australian Broker Firm Offer Investors and to comply with requirements for a recognised offer under Chapter 8 of the Corporations Act and the Corporations Regulations.

¹ The Investment Statement contains the application form for the Offer.

The New Zealand Offer Documents have been prepared to comply with New Zealand regulatory requirements, which differ in some respects from Australian regulatory requirements for an offer of Offer Shares. The New Zealand Offer Documents and this Additional Australian Information are not, and do not purport to be, a prospectus or document containing disclosure to investors for the purposes of, and do not contain all information that would be required for a prospectus, disclosure document or product disclosure statement, under Part 6D.2 or Part 7.9 of the Corporations Act.

If you are in Australia, you may obtain a copy of the New Zealand Offer Documents online at www.evolveeducation.co.nz, or by contacting one of the Joint Lead Managers.

3. **Important information for Australian investors**

The following warning statements are required to be included in this document by Chapter 8 of the Corporations Act and Corporations Regulations.

The Offer is a recognised offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 (New Zealand) and the Securities (Mutual Recognition of Securities Offerings - Australia) Regulations 2008 (New Zealand).

The Offer and the content of the New Zealand Offer Documents are principally governed by New Zealand, rather than Australian, law. In the main, the New Zealand Securities Act 1978 and the Securities Regulations 2009 (New Zealand) set out how the Offer must be made.

There are differences in how securities and financial products are regulated under New Zealand, as opposed to Australian, law. For example, the disclosure of fees for managed investment schemes is different under New Zealand law.

The rights, remedies and compensation arrangements available to Australian investors in New Zealand securities and financial products may differ from the rights, remedies and compensation arrangements for Australian securities and financial products.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about the Offer, please contact the Australian Securities and Investments Commission (**ASIC**). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of New Zealand securities and financial products is not the same as that for Australian securities and products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial advisor.

The Offer may involve a currency exchange risk. The currency for the security or financial product is in dollars that are not Australian dollars. The value of the security or financial product will go up and down according to changes in the exchange rate between those dollars and Australian dollars. These changes may be significant.

If you receive any payments in relation to the security or financial product that are not in Australian dollars, you may incur significant fees in having the funds credited to a bank account in Australia in Australian dollars.

If the security or financial product is able to be traded on a financial market and you wish to trade the security or financial product through that market, you will have to make arrangements for a participant in that market to sell the security or financial product on your behalf. If the financial market is a foreign market that is not licensed in Australia (such as a securities market operated by NZX Limited (**NZX**)) the way in which the market operates, the regulation of participants in that market and the information available to you about the security or financial product and trading may differ from Australian licensed markets.

4. Australian Securities and Investments Commission

Copies of the New Zealand Offer Documents (accompanied by this Additional Australian Information) were lodged with ASIC on 14 November 2014. ASIC accepts no responsibility for the contents of the New Zealand Offer Documents and this Additional Australian Information or the merits of the investment to which the New Zealand Offer Documents and this Additional Australian Information relate.

5. Stock exchange listings

Application has been made to NZX for permission to quote the Offer Shares on the NZX Main Board and all the requirements of NZX relating thereto that can be complied with on or before the date of this Additional Australian Information have been duly complied with. However, NZX accepts no responsibility for any statement in this Additional Australian Information. The NZX Main Board is a registered market operated by NZX, which is a registered exchange, regulated under the Securities Markets Act 1988. Evolve's NZX code is "EVO".

Application will also be made to ASX for permission to list Evolve and to quote the Offer Shares on ASX. Evolve's ASX code will, if quoted, be "EVO". If and when this occurs, the ASX Listing Rules will apply to Evolve (subject to any waivers given from time to time by ASX in relation to those rules).

In accordance with the ASX Listing Rule requirements, Evolve confirms that it has sufficient working capital to carry out its stated objectives. In addition, Evolve confirms that it expects that its auditor's current audit standards (as detailed in the New Zealand Offer Documents) will remain the same as in prior audit periods.

ASX takes no responsibility for the contents of the New Zealand Offer Documents or the Additional Australian Information or for the merits of the investment to which the New Zealand Offer Documents and the Additional Australian Information relate. Admission to the official list of ASX and quotation of the Offer Shares on ASX are not guaranteed and are not to be taken as an indication of the merits, or as an endorsement by ASX, of Evolve or the Offer Shares.

Failure to achieve admission to list on ASX will not, of itself, prevent the issue or sale of Offer Shares under the Offer from proceeding.

6. Continuous disclosure

Evolve will need to comply with the continuous disclosure rules of both the NZX Main Board Listing Rules and the ASX Listing Rules (including as modified by any waivers, rulings or exemptions applicable to Evolve or the Offer Shares).

All information provided to NZX and ASX in accordance with the NZX Main Board Listing Rules and the ASX Listing Rules will be available on the NZX and ASX websites and on Evolve's website.

For more information in relation to Evolve's intended continuous disclosure guidelines, refer to the *Board, Senior Management and Corporate Governance* section of the New Zealand Prospectus.

7. Risks

You should refer to the information set out in the *What are my risks?* section of the New Zealand Investment Statement and in the *Risks* section of the New Zealand Prospectus.

There are risks that are common to all investments in shares generally, there are risks that are specific to an investment in Offer Shares and there are risks that are specific to Evolve and its operations. The risks described below do not purport to be a comprehensive statement of the risks associated with investing in Offer Shares. You should refer to the information set out in the *What are my risks?* section of the New Zealand Investment Statement and in the *Risks* section of the New Zealand Prospectus for a more extensive list of risks applicable to all investors who choose to invest in Offer Shares.

Liquidity and realisation risk

As disclosed in the information set out under the heading "Other Business Risks" in the *Risks* section of the New Zealand Prospectus, there can be no assurance that an active trading market in Offer Shares will develop or that the price of Offer Shares will increase. The risk may be exacerbated for you if you wish to trade your Offer Shares on ASX. As it is expected that the Offer Shares will predominantly be traded on the NZX Main Board, the volume of Offer Shares traded on ASX might be particularly low.

Foreign exchange risk

Evolve proposes to pay dividends in New Zealand dollars. You may be exposed to foreign exchange risk for the conversion of dividends to Australian dollars and may incur significant fees in having the funds credited to a bank account in Australia in Australian dollars.

8. Selling restrictions

The New Zealand Offer Documents and this Additional Australian Information does not constitute an offer of Offer Shares or invitation in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation. Refer to the information under the heading "Selling Restrictions" in the *Details of the Offer* section of the New Zealand Prospectus.

Each successful bidder under the Institutional Offer will be required to make certain representations, warranties and covenants set out in the confirmation of allocation

letter distributed to it. Successful Applicants under the Australian Broker Firm Offer will be required to make similar representations, warranties and covenants as set out in the application form for Offer Shares accompanying the Investment Statement.

9. This is not investment advice. You should seek your own financial advice

The information provided in the New Zealand Offer Documents and this Additional Australian Information is not financial product advice and has been prepared without taking into account the investment objectives, financial circumstances or particular needs of any individual investor.

Investors should read the whole of the New Zealand Offer Documents and this Additional Australian Information and consider all of the risk factors that could affect the performance of Evolve and other information concerning the Offer Shares in the light of their own particular investment objectives, financial circumstances and particular needs (including financial and taxation issues) before deciding whether to invest in Evolve.

10. Trading in Offer Shares on ASX

The Final Price will be quoted in New Zealand dollars and included in the New Zealand Offer Documents on the basis of a bookbuild process to be undertaken on 13 November 2014.

Notifications to successful Applicants of their allotments under the Offer are expected to be issued no later than 4 December 2014.

Shareholders on the Australian Share register will be sent an initial statement of holding that provides details of the Shareholder's Holder Identification Number (**HIN**) (for Clearing House Electronic Subregister System (**CHES**) holders) or Shareholder Reference Number (**SRN**) for issuer-sponsored holders. Shareholders will subsequently receive updated holding statements showing any changes to their Shareholding in Evolve.

Initial quotation of the Offer Shares on the NZX Main Board and ASX (initially, on a deferred settlement basis) is expected to occur on or about 5 December 2014. Trading of Offer Shares on the ASX on a normal basis is expected to commence on 8 December 2014.

The bids in the Institutional Offer and applications in the Australian Broker Firm Offer will be conditional on NZX agreeing to quote Offer Shares and on completion occurring under an underwriting agreement, including allotment of Offer Shares to successful Applicants. However, failure to achieve admission to the official list of ASX will not, of itself, prevent the issue or sale of Offer Shares under the Offer from proceeding.

Trades occurring on ASX will be on a deferred settlement basis until Evolve has advised ASX that holding statements have been despatched to successful Applicants. This means that any Applicant who sells their Offer Shares on ASX during the deferred settlement trading period will not receive the proceeds of such a sale until after 11 December 2014, being the date of settlement of all deferred trades.

As noted above, expected commencement of ASX trading on a normal settlement basis is on or around 8 December 2014.

Bidders under the Institutional Offer and Applicants under the Australian Broker Firm Offer should not attempt to sell their Offer Shares until they know whether, and how many, Offer Shares have been allocated to them. None of Evolve, the Joint Lead Managers, the Share Registrar, any other person named in the New Zealand Offer Documents, nor any of their respective directors, officers or employees accepts any liability or responsibility should any person attempt to sell or otherwise deal with Offer Shares before statements confirming allotments of Offer Shares are received by the successful bidders under the Institutional Offer and successful Applicants under the Australian Broker Firm Offer.

11. **Selling Offer Shares on ASX and CHESS**

Evolve will apply to participate in CHESS in accordance with the ASX Settlement Operating Rules. CHESS is an automated transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic (i.e. paperless) form.

Shareholdings will be registered in one of two subregisters, an electronic CHESS subregister or an issuer sponsored subregister. The Offer Shares of a Shareholder who is a participant in CHESS or a person sponsored by a participant in CHESS will be registered on the CHESS subregister. All other Offer Shares will be registered on the issuer-sponsored subregister.

Following the allotment of Offer Shares, Shareholders will be sent an initial statement of holding that sets out the number of Offer Shares that have been allocated. This statement will also provide details of a Shareholder's HIN for CHESS participants or, where applicable, the SRN for issuer-sponsored holders. Shareholders will subsequently receive statements showing any changes to their shareholding in Evolve.

12. **Differences between Australian GAAP and NZ GAAP**

The financial information provided in respect of Evolve in the New Zealand Offer Documents has been prepared applying generally accepted accounting practice in New Zealand (**NZ GAAP**), except as specifically described in the New Zealand Offer Documents.

All ongoing financial information prepared by Evolve and provided directly to Shareholders or to NZX or ASX will be prepared in accordance with the requirements of NZ GAAP applicable at that time, except as indicated in that ongoing financial information from time to time.

Evolve has adopted certain accounting policies in connection with the preparation of prospective financial information in the New Zealand Offer Documents. Those policies are expected to be used in future reporting periods and are noted in the *Financial Information* section of the New Zealand Prospectus. To the extent that Australian generally accepted accounting principles (**Australian GAAP**) would require different accounting policies, those differences are not expected to be material to Evolve or its financial results.

There may be some presentation, disclosure and classification differences between financial information prepared in accordance with NZ GAAP and financial information prepared in accordance with Australian GAAP. For example, financial information prepared in accordance with Australian GAAP might contain details of director remuneration that would not be required under NZ GAAP. None of these differences

in presentation, disclosure or classification would be expected to change the material financial results reported under NZ GAAP.

Where financial information has not been prepared in accordance with NZ GAAP (see above) there may be material differences between the financial information presented and financial information prepared in accordance with Australian GAAP.

The New Zealand Offer Documents contain certain non-GAAP financial information prepared by Evolve. This information is fully reconciled to the NZ GAAP financial information, and therefore to comparable Australian GAAP financial information, in Section 7.5 (Reconciliation of Non-GAAP Financial Information) of the New Zealand Prospectus.

13. **ASX waivers**

Evolve will apply for waivers and confirmations from ASX which are typical for a New Zealand company listed on both the NZX Main Board and ASX (including, for the purposes of ASX Listing Rule 19.11A(b), whereby ASX is expected to confirm that Evolve may prepare and publish its financial information in accordance with New Zealand accounting standards).

14. **Applicable law**

Evolve as a New Zealand company

Evolve is a company incorporated in New Zealand and is principally governed by New Zealand law, rather than Australian law. In Australia, it is registered with ASIC as a foreign company. Its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act or by ASIC but instead are regulated by the Companies Act 1993 (New Zealand) (**Companies Act**) and the New Zealand Financial Markets Authority and Registrar of Companies.

Set out below is a table summarising key features of the laws that apply to Evolve as a New Zealand company (under New Zealand law, including as modified by exemptions or waivers) compared with the laws that apply to Australian publicly-listed companies generally. It is important to note that this summary does not purport to be a complete review of all matters of New Zealand law applicable to Evolve or all matters of Australian law applicable to Australian publicly-listed companies or to highlight all provisions that may differ from the equivalent provisions in Australia.

Table: Comparison of laws governing Evolve as a New Zealand company with laws governing Australian publicly-listed companies generally

Unless otherwise stated, the Corporations Act provisions do not apply to Evolve as a foreign company.

	New Zealand	Australia
Transactions that require shareholder approval	<p>Under the Companies Act, the principal transactions or actions requiring shareholder approval include:</p> <ul style="list-style-type: none"> adopting or altering the Constitution of the company; appointing or removing a director or 	<p>Under the Corporations Act, the principal transactions or actions requiring shareholder approval are generally comparable to those under the Companies Act. Shareholder approval is also required for certain transactions</p>

	<p>auditor;</p> <ul style="list-style-type: none"> major transactions (being transactions involving the acquisition or disposal of assets, the acquisition of rights or interests or the incurring of obligations or liabilities, the value of which is more than half the value of the company's total assets); amalgamations (other than a short-form amalgamation between the company and its wholly-owned subsidiaries); putting the company into liquidation; and changes to the rights attached to shares. <p>In addition to the Companies Act requirements listed above, shareholder approval is required under the NZX Main Board Listing Rules for:</p> <ul style="list-style-type: none"> director remuneration; certain material transactions, and certain significant transactions with related parties; certain issues, buybacks and redemptions of shares; and in certain circumstances, the provision of financial assistance for the purpose of, or in connection with, the acquisition of shares. 	<p>affecting share capital (e.g. share buybacks and share capital reductions).</p> <p>Although there is no shareholder approval requirement for major transactions, certain related party transactions require shareholder approval.</p> <p>Shareholder approval is required under the ASX Listing Rules for:</p> <ul style="list-style-type: none"> increases in the total amount of directors' fees; directors' termination benefits in certain circumstances; certain transactions with related parties; certain issues of shares; and if a company proposes to make a significant change to the nature or scale of its activities or proposes to dispose of its main undertaking. <p>The ASX Listing Rules will apply to Evolve when it is admitted to the official list of ASX.</p>
Shareholders' right to request or requisition a general meeting	<p>A special meeting of shareholders must be called by the board on the written request of shareholders holding shares carrying together not less than 5% of the voting rights entitled to be exercised on the issue.</p>	<p>The Corporations Act contains a comparable right. Directors must also call a general meeting on the request of at least 100 shareholders who are entitled to vote at a general meeting.</p> <p>Shareholders with at least 5% of the votes that may be cast at the general meeting may also call and arrange to hold a general meeting at their own expense.</p>
Shareholders' right to appoint proxies to attend and vote at meetings on their behalf	<p>A shareholder may exercise the right to vote at a meeting either by being present in person or by proxy. A proxy is entitled to attend and be heard, and to vote, at a meeting of shareholders as if the proxy were the shareholder.</p> <p>A proxy must be appointed by notice in writing signed by or, in the case of an electronic notice, sent by the shareholder to the company. The notice of appointment must state whether the appointment is for a particular meeting</p>	<p>The position is comparable under the Corporations Act.</p> <p>To be effective, the proxy appointment (and any authority under which the appointment is made) must be given to the company at least 48 hours before the meeting.</p>

	or a specified term.	
Changes in the rights attaching to shares	<p>A company must not take action that affects the rights attached to shares unless that action has been approved by a special resolution of each affected interest group. (An "Interest group" in relation to an action or proposal affecting the rights attached to shares means a group of shareholders whose affected rights are identical and whose rights are affected by the action or proposal in the same way and who comprise the holders of one or more classes of shares in the company).</p>	<p>The Corporations Act allows a company to set out in its Constitution the procedure for varying or cancelling rights attached to shares in a class of shares.</p> <p>If a company does not have a Constitution, or has a Constitution that does not set out a procedure, the rights may only be varied or cancelled by:</p> <ul style="list-style-type: none"> • a special resolution passed at a meeting for a company with a share capital of the class of members holding shares in the class; or • a written consent of members with at least 75% of the votes in the class.
Shareholder protections against oppressive conduct	<p>A shareholder or former shareholder of a company (or any other entitled person) who considers that the affairs of a company have been (or are being, or are likely to be) conducted in a manner that is (or any act or acts of the company have been, or are, or are likely to be) oppressive, unfairly discriminatory, or unfairly prejudicial to him or her in any capacity may apply to the court for relief.</p> <p>The court may, if it thinks it is just and equitable to do so, make such orders as it thinks fit.</p>	<p>Under the Corporations Act, shareholders have statutory remedies for:</p> <ul style="list-style-type: none"> • conduct that is contrary to the interests of the members as a whole; or • oppressive to, unfairly prejudicial to, or unfairly discriminatory against, a member or members in that capacity or any other capacity. <p>The court can make any order as it considers appropriate.</p>
Shareholders' rights to bring or intervene in legal proceedings on behalf of the company	<p>A court may, on the application of a shareholder or director of a company, grant leave to that shareholder or director to bring proceedings in the name and on behalf of the company or any related company, or intervene in proceedings to which the company or any related company is a party, for the purpose of continuing, defending or discontinuing the proceedings on behalf of the company or related company. Leave may only be granted if the court is satisfied that either the company or related company does not intend to bring, diligently continue or defend, or discontinue the proceedings, or it is in the interests of the company or related company that the conduct of the</p>	<p>The Corporations Act permits certain persons to apply to the court for leave to bring proceedings on behalf of the company, or to intervene in, proceeding to which the company is a party for the purpose of taking responsibility on behalf of the company for those proceedings, or for a particular step in those proceedings. Those who may apply are members, former members, persons entitled to be members, officers and former officers of the company.</p> <p>The court must grant the application if it is satisfied that:</p>

	<p>proceedings should not be left to the directors or to the determination of the shareholders as a whole.</p> <p>No proceedings brought by a shareholder or a director or in which a shareholder or a director intervenes with leave of the court (as described above) may be settled or compromised or discontinued without the approval of the court.</p>	<ul style="list-style-type: none"> • it is probable that the company will not itself bring the proceedings, or properly take responsibility for them, or for the steps in them; • the applicant is acting in good faith; • it is in the best interests of the company that the applicant be granted leave; • if the applicant is applying for leave to bring proceedings, there is a serious question to be tried; and • either at least 14 days before making the application, the applicant gave written notice to the company of the intention to apply for leave and of the reasons for applying, or the court considers it appropriate to grant leave. <p>Proceedings brought or intervened in with leave must not be discontinued, compromised or settled without the leave of the court.</p>
<p>"2 strikes" rule in relation to remuneration reports</p>	<p>There is no equivalent of a "2 strikes" rule in relation to remuneration reports in New Zealand. New Zealand companies are not required to publish remuneration reports so shareholders necessarily cannot vote on them.</p> <p>There is, however, an obligation to state in the company's annual report, in respect of each director or former director of the company, the total of the remuneration and the value of other benefits received by that director or former director from the company during the relevant accounting period and, in respect of employees or former employees of the company (not being directors of the company) who received remuneration and any other benefits in their capacity as employees during the relevant accounting period, the value of which was or exceeded NZ\$100,000 per annum, the number of such employees, stated in brackets of NZ\$10,000.</p>	<p>The Corporations Act requires that a company's annual report include a report by the directors on the company's remuneration framework (called a remuneration report).</p> <p>For a listed company, a resolution that the remuneration report be adopted must be put to a shareholder vote at each annual general meeting of the company's shareholders (AGM). The result of the vote is advisory only, however, if more than 25% of shareholders vote against the remuneration report at 2 consecutive AGMs (i.e. 2 strikes) an ordinary (50%) resolution must be put to shareholders at the second AGM proposing that a further meeting be held within 90 days at which all of the directors who were directors when the second remuneration report was approved must resign and stand for re-election (except for the managing director who may</p>

		continue to hold office indefinitely in accordance with the ASX Listing Rules).
Related party transactions and interests	<p>Evolve must comply with NZX Main Board Listing Rule requirements in respect of related party transactions, except to the extent this obligation is modified by waivers or rulings granted by NZX Regulation in respect of Evolve.</p> <p>In particular, shareholder approval is required for significant transactions between a listed company and a "related party". The definition of related party catches a number of persons, for example, a director of a listed company, or the holder of a relevant interest in 10% or more of a class of securities of a listed company. A related party who is a party to or a beneficiary of a material transaction (and its associated persons) are prohibited from voting in favour of a resolution to approve that transaction.</p> <p>The Securities Markets Act 1988 and, from 1 December 2014, the Financial Markets Conduct Act 2013, require a director or officer of a public issuer who has a "relevant interest" in a public issuer to give notice of this fact to NZX and to disclose any such relevant interest in the interests register of the public issuer.</p> <p>The Companies Act requires directors who are "interested" in transactions or potential transactions with the company to make appropriate disclosure to the company. Under Evolve's Constitution and the NZX Main Board Listing Rules, interested directors will generally not be permitted to vote on such transactions.</p> <p>Director remuneration requires approval of shareholders under the NZX Main Board Listing Rules. Certain share issues redemptions and buybacks, and "certain "financial assistance" in connection with the purchase of shares, will also require shareholder approval if a director (or an associated person of a director) is party to that transaction.</p> <p>Each New Zealand company is required to keep an interests register, containing particulars of certain director disclosures. Evolve's annual report must state particulars of entries in the</p>	<p>Under the Corporations Act, public companies must obtain shareholder approval before giving a financial benefit to a "related party" of the public company unless an exemption applies. The exemptions include where:</p> <ul style="list-style-type: none"> • the arrangement is on arm's length terms; • the benefit is reasonable remuneration paid to an officer or employee of the company; • the benefit is a reasonable indemnity or insurance premium given to an officer or employee of the company; • the benefit is given to a "closely held subsidiary"; • the benefit is given to all shareholders and does not discriminate against other shareholders unfairly. <p>In addition, Evolve will be required to comply with ASX Listing Rule requirements in respect of related party transactions. Unless an exception applies, shareholder approval is required for:</p> <ul style="list-style-type: none"> • the acquisition of a substantial asset from, or disposal of a substantial asset to, among other persons, a related party or a person who, together with their associates, holds, or has held in the 6 months before the relevant transaction, a relevant interest in at least 10% of the total votes attached to the voting securities; • issuing or agreeing to issue securities to related parties; • increasing the total of directors' payments; • certain directors' termination benefits; and • directors acquiring securities under an employee incentive

	<p>interests register made during the accounting period.</p>	<p>scheme.</p> <p>The definition of "related party" includes, among others, entities that control the public company and directors of the public company and of the entity that controls the public company.</p> <p>Under the ASX Listing Rules, Evolve will also be required to disclose the notifiable interests of its directors at prescribed times and any changes to those notifiable interests.</p>
<p>Disclosure of substantial holdings</p>	<p>The Securities Markets Act 1988 and, from 1 December 2014, the Financial Markets Conduct Act 2013, require every person who is a "substantial security holder" or "substantial product holder" in a public/listed issuer to give notice to that public/listed issuer and NZX that they are a substantial security/product holder.</p> <p>"Substantial security holder" and "substantial product holder" mean, in relation to a public/listed issuer, a person who has a relevant interest in 5% or more of a class of listed voting securities of that public/listed issuer.</p> <p>The substantial security/product holder has ongoing disclosure requirements to notify the public/listed issuer and NZX of certain changes in the number of voting securities in which the substantial security/product holder has a relevant interest, if there is any change in the nature of any relevant interest in the relevant holding or where that person ceases to be a substantial security/product holder.</p>	<p>The Corporations Act requires every person who is a substantial holder to notify the listed company and ASX and give prescribed information in relation to their holding if:</p> <ul style="list-style-type: none"> the person begins to have, or ceases to have, a substantial holding in the company; there is a movement of at least 1% in their holding; or the person makes a takeover bid for securities of the company. <p>A person has a substantial holding if the total votes attached to voting shares in the company in which they or their associates have relevant interests is 5% or more of the total number of votes attached to voting shares in the company, or the person has made a takeover bid for voting shares in the company and the bid period has started and not yet ended.</p> <p>These provisions do not apply to Evolve as an entity established outside Australia.</p> <p>However, Evolve will be required to release to ASX any substantial holder notices that are released to NZX.</p>
<p>How takeovers are regulated</p>	<p>The New Zealand position under the Takeovers Code and Securities Markets Act 1988 (and from 1 December 2014 the Financial Markets Conduct Act 2013) is comparable to the Australian</p>	<p>The Corporations Act prohibits a person from acquiring a relevant interest in issued voting shares in a listed company if any person's voting power in the company will</p>

	<p>position in relation to the regulation of takeovers.</p> <p>Substantial security/product holder notice requirements apply to relevant interests in 5% or more of a company's listed voting securities (as discussed above under the heading "Disclosure of substantial/product holdings").</p> <p>A 20% threshold applies (under which a person is prevented from increasing the percentage of voting rights held or controlled by them in excess of that threshold or from becoming the holder or controller of an increased percentage of voting rights if they already hold or control more than 20% of the voting rights), subject to certain "compliance options" (including full and partial offers, 5% creep over 12 months in the 50% to 90% range, and acquisitions with shareholder approval).</p> <p>Compulsory acquisitions are permitted (or can be required) by persons who hold or control 90% or more of voting rights in a company.</p>	<p>increase from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.</p> <p>Exceptions to the prohibition may apply to permit certain transactions (eg, acquisitions with shareholder approval, 3% "creep" over 6 months and rights issues that satisfy prescribed conditions).</p> <p>Substantial holder notice requirements apply (as discussed above under the heading "Disclosure of substantial holdings").</p> <p>Compulsory acquisitions are permitted by persons who hold 90% or more of securities or voting rights in a company.</p> <p>The New Zealand takeovers regime, not the Australian takeovers regime, will apply to Evolve as a foreign company.</p>
Filing of documents	<p>Evolve must prepare and file the following documents with the Companies Office every year:</p> <ul style="list-style-type: none"> annual financial statements as an issuer under the Financial Reporting Act 1993 and, for financial years commencing after 1 April 2014, the Financial Reporting Act 2013 and the Financial Markets Conduct Act 2013 (including the statement of financial position, statement of financial performance, statement of cashflows, statement of movements in equity, statement of accounting policies, notes to the accounts and an audit report); and an annual return required under the Companies Act. <p>The Companies Office must also be notified of certain changes (e.g. the appointment or resignation of directors or changes to Evolve's constitution).</p>	<p>As a foreign registered company, Evolve has limited filing obligations. It is required to file annual accounts with ASIC (including the balance sheet, cash flow statement and profit and loss statement for the last financial year, as well as any other documents required to be prepared under New Zealand law). ASIC must also be notified of certain changes (eg, the appointment or resignation of directors or changes to Evolve's Constitution).</p> <p>Filing obligations applicable to Australian registered companies will not apply to Evolve as a foreign company.</p>

Where it is noted that New Zealand law contains comparable provisions to those existing under Australian law, and vice versa, it is emphasised that the summary table only attempts to provide general guidance, and that the detailed provisions may contain differences and may also be subject to differing interpretation by Australian and New Zealand courts.

15. **Australian taxation**

You should seek your own taxation advice on the implications of an investment in the Offer Shares. The New Zealand Prospectus contains information on New Zealand tax implications for non-resident Shareholders, in the *Taxation Summary* section.

16. **Privacy**

If you apply for Offer Shares, you will be asked to provide personal information to Evolve, Link Market Services Limited (**Share Registrar**) and their respective agents who will collect and hold the personal information provided by you in connection with your Application at their respective addresses shown in the *Directory* of the New Zealand Investment Statement.

Personal information provided by you will be used for:

- the purposes of considering, processing and corresponding with you about your Application;
- managing and administering your holding of Offer Shares, including sending you information concerning Evolve, your Offer Shares and other matters Evolve considers may be of interest to you by virtue of your holding of Offer Shares; and
- sending you information about Evolve's products and services.

Australian law requires some of the information to be collected in connection with your Application. To do these things, Evolve or the Share Registrar may disclose your personal information to their related companies, respective agents, contractors or third party service providers to whom they outsource services such as mailing and registry functions. For the avoidance of doubt, this may include the Joint Lead Managers or their affiliates. However, all of these parties will be bound by their respective privacy policies. Evolve or the Share Registrar may also disclose your personal information to ASX, NZX or other regulatory authorities.

Failure to provide the required personal information may mean that your Application is not able to be processed efficiently, if at all.

If you become a Shareholder, your information may be used or disclosed from time to time to facilitate dividend payments and corporate communications and for compliance by Evolve with legal and regulatory requirements. Under the Australian *Privacy Act 1988* (Cth), you may request access to your personal information held by (or on behalf of) Evolve, the Joint Lead Managers and the Share Registrar. You can request access to your personal information by telephoning or writing to Evolve, the Joint Lead Manager or the Share Registrar using the details shown in the *Directory* of the New Zealand Investment Statement.

17. **Definitions**

Unless otherwise defined, capitalised terms in this Additional Australian Information have the same meaning as in the *Glossary* of the New Zealand Investment Statement.

18. **Enquiries**

If you have any questions about the Institutional Offer or the Australian Broker Firm Offer you should contact one of the Joint Lead Managers. If you do not understand any part of the New Zealand Offer Documents or this Additional Australian Information, or are in any doubt as to whether to invest in Offer Shares or not, it is recommended that you seek professional guidance from your solicitor, accountant or other independent and qualified professional adviser.