

14 AUGUST 2015

**Evolve provides Notice of Annual Meeting and Proxy form**

Notice of Annual Meeting and Proxy Form for Evolve Education Group Limited ("Evolve") are attached for Evolve's 2015 Annual Meeting to be held at the Boardroom of Minter Ellison Rudd Watts, Level 20, Lumley Centre, 88 Shortland Street, Auckland on Friday 4 September 2015 at 10am (New Zealand time).

ENDS

For any further inquiries please contact:

Vivek Singh

Chief Financial Officer

Evolve Education Group Limited

Email: [vivek.singh@eeg.co.nz](mailto:vivek.singh@eeg.co.nz)

Mobile: +64 27 2000 982



# Annual Meeting

## 4 September 2015 10am

Evolve Education is pleased to confirm its first Annual Meeting will be held at the Boardroom of Minter Ellison Rudd Watts, Level 20, Lumley Centre, 88 Shortland Street, Auckland on Friday, 4 September 2015 at 10am.

### AGENDA

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

For further details, please see Explanatory notes.



### ORDINARY RESOLUTIONS

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

#### Auditor Appointment

**Resolution 1:** That PricewaterhouseCoopers be appointed as the auditor of Evolve Education Group Limited to hold office from the conclusion of the meeting until the conclusion of the next annual meeting, and audit the Evolve Education Group Limited's group financial statements for the 2016 financial year.

#### Auditor Remuneration

**Resolution 2:** That the Board be authorised to fix the fees and expenses of PricewaterhouseCoopers as auditor for the ensuing year.

#### Election of Directors

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

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

## SPECIAL RESOLUTION

To consider and if thought appropriate, pass the following special resolution:

### Amendment to Constitution

**Resolution 5:** That Evolve Education Group Limited's constitution be amended as specified in this Notice of Annual Meeting with effect from the close of the Annual Meeting.

## EXPLANATORY NOTES

### Resolution 1 – Auditor Appointment

PricewaterhouseCoopers was initially appointed auditor of Evolve Education by the directors under section 207P(4) of the Companies Act 1993 for the 2015 financial year. Under section 207P(2) of the Companies Act 1993 the shareholders must approve the appointment of PricewaterhouseCoopers as auditor to hold office from the conclusion of the meeting until the conclusion of the next annual meeting, and audit Evolve Education's group financial statements for the 2016 financial year.

### Resolution 2 – Auditor's remuneration

Resolution 2 authorises the Board to fix the fees and expenses of PricewaterhouseCoopers as Evolve Education's auditor.

### Resolution 3 & 4 – Election of Directors

Under Evolve Education's Constitution and NZX Main Board/Debt Market Listing Rules, at least one third of the Directors are required to retire from office at each Annual Meeting. Those directors are eligible for election at that meeting.

The Directors retiring at the 2015 Annual Meeting are Greg Kern and Mark Finlay. Both Greg Kern and Mark Finlay are standing for election and their biographies are set out on page 4.

The Board unanimously supports the election of each of Greg Kern and Mark Finlay and recommends that shareholders vote in favour of resolutions 3 and 4.

### Resolution 5 – Amendment to Constitution by Special Resolution

Clause 22.10 of Evolve Education's Constitution provides that no person may be elected as a director at a meeting unless no more than four months nor less than two months before the meeting that person has been nominated by a security holder.

NZX Main Board/Debt Market Listing Rule 3.3.5 provides that the closing date for nominations set by the company shall be no more than two months before the date of the annual meeting at which the election is to take place. The effect of the Constitution and NZX Main Board/Debt Market Listing Rule 3.3.5 together is that the closing date for nominations of directors must be the date that is exactly two months prior to the meeting.

The Board proposes that the constitution should be amended to reflect the position in the NZX Main Board/Debt Market Listing Rules and to provide more flexibility as to when the closing date for director nominations can be. The proposed amendment to clause 22.10 is as follows:

#### ***22.10 Nominations of Directors***

*No person may be elected as a Director at a meeting (other than a Director retiring at the meeting) unless, not more than four months ~~nor less than two months~~ before the meeting nor later than the closing date set for the nomination of directors under NZX Listing Rule 3.3.5, that person has been nominated by a Security holder entitled to vote at the meeting by written notice to the Company accompanied by the consent in writing of that person to the nomination. Notice of every valid nomination of a Director by the Company before the closing date for nominations shall be sent by the Company to all persons entitled to attend the meeting together with, or as part of, the notice of the meeting.*

NZX has approved this amendment to the Constitution.

## ATTENDANCE AND VOTING

Your rights to vote may be exercised by:

- a) Attending and voting in person;
- b) Appointing a proxy (or representative) 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 (which is enclosed with this Notice of Annual Meeting) no later than **10am on Wednesday, 2 September 2015**.

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

Vivek Singh  
Company Secretary  
August 2015

### 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 meeting in person, please email a RSVP to [info@eeg.co.nz](mailto:info@eeg.co.nz).

## Procedural Notes

### Voting

Voting on all resolutions put before the meeting shall be by way of poll. Shareholders are encouraged to 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, except resolution 5, 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.

Resolution 5 is a special resolution and will be passed if approved by 75% of votes of those shareholders entitled to vote and voting on the resolution.

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 **10am on Wednesday, 2 September 2015**.

Online votes can be made at [vote.linkmarketservices.com/EVO](http://vote.linkmarketservices.com/EVO). Online votes must be made by 10am on Wednesday, 2 September 2015.

### 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 Wednesday, 2 September 2015.

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. However, if your proxy is precluded from voting (for example, because he or she has an interest in the outcome of the resolution), then they will not be able to vote on that resolution on your behalf. 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 5.

## 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)) and the ASX website ([www.asx.com.au](http://www.asx.com.au)) and on Evolve Education's website ([www.evolve-education.co.nz](http://www.evolve-education.co.nz)) shortly after the Annual Meeting commences.

## BIOGRAPHIES

### Greg Kern

Non-Executive Director (Non-Independent) BCom, GradDip in Applied Finance and Investment, CA

Greg is the Managing Director of Kern Group, a corporate advisory firm based in Queensland, Australia. Greg is a chartered accountant, a registered company auditor, a member of the Institute of Internal Auditors and the Australian Institute of Company Directors. Kern Group acted as the lead adviser of the successful listing of Affinity Education Group Limited in Australia. Greg was a promoter of the listing of Affinity Education Group Limited.

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



### Mark Finlay

Executive Director (Non-Independent) BEd

Mark has 13 years' experience in New Zealand early childhood education. He was a founder and Managing Director of the Lollipops Educare Group. Lollipops Educare is a respected ECE provider in New Zealand having developed and managed more than 40 early childhood education centres over the past decade and is now part of the Evolve Education group of companies. Mark brings in-depth operational experience in the early childhood education services industry to the Board.

Mark is a member of Evolve Education's Governance and Remuneration Committee.



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[evolveeducation.co.nz](http://evolveeducation.co.nz)



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## LODGE YOUR PROXY/POSTAL VOTE:

**Online:** [vote.linkmarketservices.com/EVO](http://vote.linkmarketservices.com/EVO)

**Scan & Email:** [meetings@linkmarketservices.com](mailto: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 7, Zurich House  
21 Queen Street, Auckland, New Zealand.

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

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### General Enquiries

+64 9 375 5998 or email: [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com).

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## EVOLVE EDUCATION GROUP LIMITED ANNUAL MEETING

### 2015 Admission Card, Proxy or Postal Voting Form

The Evolve Education Group Limited Annual Meeting will be held on Friday, 4 September 2015 at 10.00am (NZST) at the Boardroom of Minter Ellison Rudd Watts, Level 20, Lumley Centre, 88 Shortland 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 10.00am, Wednesday 2 September 2015 (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 Resolutions 1 to 5.
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 10.00am, Wednesday 2 September 2015 (NZST), (being 48 hours prior to the meeting) in accordance with the instructions above.

Go online to **[vote.linkmarketservices.com/EVO](http://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 10:00am on Friday, 4 September 2015 (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 PricewaterhouseCoopers be appointed as the auditor of Evolve Education Group Limited to hold office from the conclusion of the meeting until the conclusion of the next annual meeting, and audit the Evolve Education Group Limited's group financial statements for the 2016 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	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"/>
3.	That Greg Kern be elected as a Director of Evolve Education Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	That Mark Finlay be elected as a Director of Evolve Education Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	That Evolve Education Group Limited's constitution be amended as specified in the Notice of Annual Meeting with effect from the close of the Annual Meeting.	<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.