

2 AUGUST 2016

Evolve Notice of Annual Meeting

Evolve Education Group Limited ("EVO") is pleased to invite shareholders to its Annual Meeting to be held at 2pm on Thursday 25th August at Level 11, Deloitte Centre, 80 Queen Street, Auckland. Further details of the meeting and agenda can be found in the attached Notice of Meeting.

ENDS

For any further inquiries please contact:

Alan Wham

Chief Executive

Evolve Education Group Limited

Email: alan.wham@eeg.co.nz

Mobile: +64 27 582 4838



Annual Meeting

25 August 2016 2pm

Evolve Education is pleased to confirm its second Annual Meeting will be held at Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland on Thursday 25 August 2016 at 2pm.

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 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 Norah Barlow be elected as a Director of Evolve Education Group Limited.

Resolution 3: That Alistair Ryan 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 4: That Evolve Education Group Limited's constitution be revoked and a new constitution, in the form presented at the 2016 Annual Meeting, be adopted, as specified in this Notice of Annual Meeting, with effect from the close of the Annual Meeting.

EXPLANATORY NOTES

Resolution 1 – Auditor's remuneration

PricewaterhouseCoopers will be automatically reappointed as the auditor of Evolve Education Group Limited (*Evolve Education*). Resolution 1 authorises the Board to fix the fees and expenses of PricewaterhouseCoopers as auditor of Evolve Education.

Resolutions 2 & 3 – 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 2016 Annual Meeting are Norah Barlow and Alistair Ryan. Both Norah Barlow and Alistair Ryan are standing for election and their biographies are set out on page 4.

The Board unanimously supports the election of each of Norah Barlow and Alistair Ryan and recommends that shareholders vote in favour of resolutions 2 and 3.

Resolution 4– Amendment to Constitution by Special Resolution

This special resolution seeks shareholder approval to alter Evolve Education's constitution. The amendments to the constitution are procedural in nature and reflect the following:

- removal of certain ASX related provisions that no longer apply following Evolve Education's shift to a foreign exempt ASX listing in Australia (clause 2.3 in the existing constitution and consequential changes throughout);
- confirming that shareholders may participate in meetings by means of audio, audio and visual or electronic communication (clause 14.8 in the amended constitution);
- limiting the board's ability to fix a record date for shareholder voting that is no earlier than 5.00pm on the date that is 2 working days before the date of the meeting (clause 16.11 in the amended constitution);
- allowing shareholders to appoint more than one proxy, provided that they may not appoint more than one proxy in respect of a particular share (clause 19.1 in the amended constitution);
- providing that if a quorum is not present at a directors' meeting, the meeting will be adjourned to the same time, place and day in the following week, and the directors present at the adjourned meeting will constitute a quorum (clause 25.7 in the amended constitution); and
- allowing one director or any other person authorised by the board to execute a deed (clause 31.1(b) in the amended constitution).

If any of the proposed amendments are inconsistent with the Listing Rules, the Listing Rules (as amended by any waiver or ruling granted to Evolve Education) will prevail. A copy of the Listing Rules is available at www.nzx.com.)

The proposed amendments are set out in a marked-up copy of the constitution that will be tabled at the Annual Meeting and is available for inspection at Evolve Education's registered office, Level 2, 54 Fort Street, Auckland, 1010, New Zealand, and on Evolve Education's website at www.evolveeducation.co.nz. The proposed amendments have been approved by NZX Limited in accordance with Listing Rule 6.1.

The proposed alterations to Evolve Education's constitution do not impose or remove a restriction on the activities of Evolve Education, and accordingly no rights arise under section 110 of the Companies Act 1993.

The Board unanimously recommends shareholders vote in favour of the alterations to Evolve Education's constitution.

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 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 **2pm on Tuesday, 23 August 2016**.

Following the formal part of the 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 meeting in person, please email a RSVP to info@eeg.co.nz.

By order of the Board

Rachel Nottingham
Company Secretary
August 2016

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, except resolution 4, 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 4 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 **2pm on Tuesday, 23 August 2016**.

Online votes can be made at vote.linkmarketservices.com/EVO. Online votes must be made by **2pm on Tuesday, 23 August 2016**.

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 **2pm on Tuesday, 23 August 2016**.

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) and on Evolve Education's website (www.evolveeducation.co.nz) shortly after the Annual Meeting commences.

BIOGRAPHIES

Norah Barlow

Chairperson BCA, CA (Independent)

Norah is an accountant by profession, operating 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 but remained on the Board as a non-executive Director until April 2016.

Norah is now a professional director and holds a number of directorships, including Methven Limited, Cigna Life Insurance New Zealand Limited, Careerforce and Vigil Monitoring Limited in New Zealand, and Estia Health Limited and Ingenia Communities Limited in Australia. Norah is Chair of the National Science Challenge 'Ageing Well'. In 2014 she was awarded an ONZM for services to business.

Norah is a member of Evolve Education's Audit and Risk Committee. Norah was appointed to the board of Evolve Education in 2014.



Alistair Ryan

Non-Executive Director (Independent) MCom, CA

Alistair Ryan is an experienced company director and corporate executive with extensive corporate and finance sector experience in the listed company sector in New Zealand and Australia. He is a director/board member of Metlifecare, New Zealand Racing Board, Christchurch Casino, Lewis Road Creamery, and chair of Barramundi, Marlin and Kingfish investment companies.

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. Prior to SKYCITY, Alistair was a Corporate Services Partner with international accounting firm Ernst & Young, based in Auckland. He is a member of Chartered Accountants Australia and New Zealand and a member of Governance New Zealand. Alistair is also a member of the FMA-appointed Auditor Regulation Advisory Group.



Alistair's principal place of residence is Auckland. Alistair is the Chair of Evolve Education's Audit and Risk Committee and a member of its Remuneration and People Committee. Alistair was appointed to the board of Evolve Education in 2014.

FINANCIAL MARKETS CONDUCT ACT 2013 EFFECTIVE DATE

Evolve Education Group Limited (NZBN: 9429041244784) of Level 2, 54 Fort Street, Auckland, 1010, advises that it elected to fully transition to the Financial Markets Conduct Act 2013 (*FMCA*) with effect from 22 July 2016. Accordingly, on and from that date, all of the requirements of the FMCA applied to the Company. In particular, the keeping of the Company's share register is now governed by Part 4 of the FMCA.





LODGE YOUR PROXY/POSTAL VOTE:

Online: 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 2016 Admission Card, Proxy or Postal Voting Form

The Evolve Education Group Limited Annual Meeting will be held on Thursday, 25 August 2016 at 2pm (NZST) at the 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 2pm, Tuesday 23 August 2016 (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 4.
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 2pm, Tuesday 23 August 2016 (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 2pm on Thursday, 25 August 2016 (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 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 elected as a Director of Evolve Education Group Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Evolve Education Group Limited's constitution be revoked and a new constitution, in the form presented at the 2016 Annual Meeting, be adopted, 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.