



Annual Meeting

18 September 2019

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 Wednesday 18 September 2019 at 2pm

AGENDA

- Company presentation
- Resolutions

Following the formal part of the 2019 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 the auditor of Evolve Education Group Limited (*EvoIve*) for the ensuing year.

Re-election of Director

Resolution 2: That Chris Scott be re-elected as a Director of Evolve.

Resolution 3: That Chris Sacre be re-elected as a Director of Evolve.

Resolution 4: That Hamish Stevens be re-elected as a Director of Evolve.

Special Resolutions

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

Constitution

Resolution 5: That, effective from the close of the Annual Meeting, the constitution of Evolve be amended in the form and manner described in the Explanatory Notes.

EXPLANATORY NOTES

Resolution 1 – Auditor’s remuneration

Evolve’s current auditors, PricewaterhouseCoopers, will be automatically reappointed as the auditor of Evolve 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 2019 Annual Meeting. Accordingly, resolution 1 authorises the Board to fix the fees and expenses of PricewaterhouseCoopers as auditor of Evolve for the following year.

Resolution 2, 3 & 4 – re-election of Directors

Chris Scott and Chris Sacre were appointed as Directors of Evolve by the Board 28 November 2018. Hamish Stevens was appointed as a Director of Evolve by the Board on 29 July 2019. Under NZX Listing Rule 2.7.1, each of Chris Scott, Chris Sacre and Hamish Stevens must retire from office at the 2019 Annual Meeting. Being eligible, they offer themselves for re-election.

The Board unanimously supports the re-elections of Chris Scott, Chris Sacre and Hamish Stevens and recommends that shareholders vote in favour of resolutions 2, 3 and 4.

Resolution 5 – Constitution

This special resolution seeks shareholder approval to alter Evolve’s constitution. The amendments to the constitution are procedural in nature as a result of Evolve’s transition to the new NZX Listing Rules on 1 July 2019 and reflect the following:

- including an express statement that Evolve’s shall comply with the minimum Board composition requirements of the NZX Listing Rules;
- amending the clauses relating to the rotation of directors to cross refer to the requirements set out in the NZX Listing Rules;
- amending the procedure allowing for the sale of securities held in less than a minimum holding so as to provide for those securities to be sold on market (including through a broker on behalf of the Company), rather than through NZX or in some other manner approved by NZX;
- removing clauses in respect of Managing Directors as these are no longer consistent with the NZX Listing Rules; and
- changes to the definitions in Evolve’s constitution, and various other less significant wording changes have been made to reflect the provisions of the new NZX Listing Rules. As well as updating the constitution to reflect the new NZX Listing Rules, the opportunity has also been taken to simplify the form of the constitution by removing unnecessary repetition of provisions of the Companies Act 1993 with which Evolve must comply.

Evolve’s constitution was last amended in 2016. An amended constitution has been prepared and a copy, marked up to show the changes from Evolve’s existing constitution, is available from stephen.davies@eeg.co.nz

Pursuant to a class waiver granted by NZX Regulation, while the new NZX Listing Rules became applicable to Evolve on 1 July 2019, Evolve is permitted to defer updating its constitution until this Annual Meeting. If any of the provisions of the updated constitution are inconsistent with the NZX Listing Rules (as amended by any ruling granted to Evolve), the NZX Listing Rules will prevail. A copy of the NZX Listing Rules is available at www.nzx.com

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

The Board unanimously recommends shareholders vote in favour of the amendments to Evolve’s constitution.

ATTENDANCE AND VOTING

Your rights to vote may be exercised by:

- a) attending and voting in person; 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 or by completing and returning the Proxy Voting Form (which is enclosed with this Notice of Annual Meeting) no later than **2pm on Monday, 16 September 2019**.

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 4.
- 2. If you are attending the 2019 Annual Meeting in person, please email your RSVP to info@eeg.co.nz.

By order of the Board

Stephen Davies
Company Secretary
20 August 2019

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.

Resolutions 1, 2, 3 and 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 5 is a special resolution and will be passed if approved by a majority of 75% or more of the votes of those shareholders entitled to vote and voting.

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 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 **2pm on Monday, 16 September 2019**.

Online votes can be made at vote.linkmarketservices.com/EVO. Online votes must be made by **2pm on Monday, 16 September 2019**.

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 Monday, 16 September 2019**.

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

BIOGRAPHIES

Chris Scott (Managing Director)

Chris Scott has over 37 years' experience in senior management positions. He has spent over 35 years in business in Singapore where he founded a number of successful businesses. Chris founded S8 Limited which listed on the ASX in 2001. S8 was an integrated travel company that acquired 36 businesses over a five year period and was capitalised at \$700 million. S8 Limited was the subject of a successful takeover bid in late 2006. Chris was the Founder and, from 2010 to 2016, the Managing Director of ASX listed G8 Education which evolved into Australia's largest listed early education and child care provider. During this period, the G8 Education Limited portfolio grew from 38 to over 500 preschool education centres in Australia (plus 20 in Singapore). Chris was also instrumental in raising over \$500 million in equity capital and more than \$500 million in debt (including Singapore dollar bonds). G8 Education market capitalisation grew from \$4 million in 2010 to a peak of approximately \$1.9 billion.

Chris is managing director of Evolve, having been appointed by the Board in August this year, and is a non-independent director.



Chris Sacre (Non-Independent Executive Director)

Chris Sacre is widely regarded and respected within the childcare industry. Chris developed a passion for the industry in early 2007 when he provided financial consultative services, as an Advisory Manager for PricewaterhouseCoopers, to G8 Education (formally Early Learning Services) in the lead up to the public listing. After successfully floating the company in 2007, Chris joined G8 Education as Chief Financial Officer. During his time with G8 Education, Chris was instrumental to the growth of the company with over 400 childcare acquisitions, raising over \$500 million in capital and increasing market capitalisation from \$4 million to a peak of approximately \$1.9 billion.

Chris is a member of both Evolve's Remuneration and People Committee and the Audit and Risk Committee. Chris is also Australia Country Manager for Evolve.



Hamish Stevens (Independent Director)

Hamish Stevens has held independent directorships on several boards since 2010 and is currently Chair of East Health Services, a director of NZX-listed Marsden Maritime Holdings, Pacific Radiology Group, Pharmaco, and Counties Power.

Hamish is also the independent Chair of the Waikato Regional Council Audit and Risk Committee. Prior to his governance career Hamish held senior finance positions with Heinz Wattie, Tip Top Ice Cream and DB Breweries. Hamish is a qualified chartered accountant.

Hamish is Chair of Evolve's Audit and Risk Committee.



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

2019 Admission Card, Proxy or Postal Voting Form

The Evolve Education Group Limited Annual Meeting will be held on **Wednesday, 18 September 2019 at 2pm (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 2pm, Monday 16 September 2019 (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 2pm, Monday 16 September 2019 (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 Wednesday, 18 September 2019 (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
ORDINARY RESOLUTIONS				
1. That the Board be authorised to fix the fees and expenses of the auditor of Evolve Education Group Limited (<i>Evolve</i>) for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Chris Scott be re-elected as a Director of Evolve.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Chris Sacre be re-elected as a Director of Evolve.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Hamish Stevens be re-elected as a Director of Evolve.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTION				
5. That, effective from the close of the Annual Meeting, the constitution of Evolve be amended in the form and manner described in the Explanatory Notes.	<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.