



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

2017 Admission Card, Proxy or Postal Voting Form

The Evolve Education Group Limited Annual Meeting will be held on Thursday, 17 August 2017 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, Tuesday 15 August 2017 (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 15 August 2017 (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, 17 August 2017 (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.	☐	☐	☐	☐
2. That Gráinne Troute be elected as a Director of Evolve Education Group Limited.	☐	☐	☐	☐
3. That Anthony Quirk be elected as a Director of Evolve Education Group Limited.	☐	☐	☐	☐
4. That Lynda Reid be elected as a Director of Evolve Education Group Limited.	☐	☐	☐	☐

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.