evolve
education group

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).

**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 30, PwC Tower, 15
Customs Street West,
Auckland,
New Zealand.

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

**General Enquiries**
+64 9 375 5998 or email: enquiries@linkmarketservices.com

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## EVOLVE EDUCATION GROUP LIMITED ANNUAL MEETING
## 2021 Admission Card, Proxy or Postal Voting Form

The Evolve Education Group Limited Annual Meeting will be held on **Tuesday, 29 June 2021 at 10am (NZST) at Link Market Services Limited, Level 30, PwC Tower, 15 Customs Street West, Auckland, New Zealand and via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/evo21.** If you will attend the Annual Meeting online, you will require your CSN/Holder Number for verification purposes.

In the event that COVID-19 related restrictions are in place which prevent Evolve Education Group Limited (*Evolve*) from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, then the Board may decide to hold a virtual only Annual Meeting.

You can also appoint your proxy, or vote by postal vote on the resolutions on the reverse of this form online by going to vote.linkmarketservices.com/EVO or by scanning the QR code above with your smartphone.

For your postal vote or proxy to be effective it must be lodged with Link Market Services by no later than 10am, Sunday, 27 June 2021 (NZST).

### NOTES

**Attending the Meeting**

1. If you propose to attend the Annual Meeting in person, 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 propose not to attend the Annual Meeting in person or online, you may vote by postal vote. Your postal vote may be completed online, mailed, hand delivered, 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. 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. All shareholders entitled to attend the meeting and vote at the meeting may appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead on your behalf. This Proxy Form may be completed online, mailed, hand delivered, 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. 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 Proxy Form without appointing a proxy, the Chairperson of the meeting will vote in accordance with your express instructions.
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 Form may be signed by any 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 Form 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 is has already been noted by Evolve or Link Market Services Limited.

**Voting Restrictions**

8. In accordance with Listing Rule 6.3.1, Evolve will disregard any votes cast in favour of Resolution 2 (Ratification of Placement) by any Shareholder who acquired Shares under the Placement (and their respective Associated Persons), unless such Shareholder is casting a vote under an expressly directed proxy of a person who is not disqualified from voting .

**General**

9. 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 10am, Sunday 27 June 2021 (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 10am on Tuesday, 29 June 2021 (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 for the ensuing year. | ☐ | ☐ | ☐ | ☐ |
| 2. It is hereby resolved, by way of a single ordinary resolution, that the shareholders of Evolve approve and ratify for all purposes, including NZX Listing Rule 4.5.1(c), the previous issue under NZX Listing Rule 4.5.1 of 19,723,845 fully paid ordinary shares in Evolve to investors at an issue price of AU$1.10 per share on 12 April 2021. | ☐ | ☐ | ☐ | ☐ |

## SIGN: SIGNATURE OF SHAREHOLDER(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.

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