

Embark Education Group Limited

Annual Shareholders' Meeting

6 June 2023



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In attendance today



Board of Directors

- Hamish Stevens - Chair
- Chris Scott – Managing Director
- Kim Campbell – Independent Director
- Renita Garard – Independent Director

Senior management

- Edmund Mah – Group CFO



2022 a year of strategic change



- NZ operations (105 centres) divested to Anchorage Capital Partners in September 2022.
- Headline sale price 13x underlying EBITDA, but cash adjustments for working capital and transactions costs.
- All support and corporate functions largely moved to Australia.
- Focus now on growing the more profitable Australian ECE operation.

FY 31 December 2022

Australia growth strategy



- In 2019 Evolve embarked on the strategy of broadening and strengthening the company's earnings through the expansion into the Australian ECE sector.
- 10 centres were acquired in 2019 and 13 were acquired in 2021. Evolve acquired one further Australian centre in 2022.
- As at December 2022 Evolve operated 24 centres in Australia with a total of 2,198 licenced places.
- Acquisition strategy being actively pursued following divestment on NZ centres.

FY 31 December 2022

Australia underlying EBITDA



\$Am	12 months to 31 Dec 2021	12 months to 31 Dec 2022	change
Centres at year end	23	24	+1
Average occupancy	80%	80%	-
Revenue	41.5	54.4	+12.9
Operating costs	(31.6)	(41.2)	-9.6
Underlying EBITDA	9.9	13.2	+3.3

FY 2023 April YTD

Australia underlying EBITDA



\$Am	4 months to 30 April 2022	4 months to 30 April 2023	Change
Centres at period end	23	24	+1
Average occupancy	74%	78%*	+4%
Revenue	15.4	18.5	+3.1
Operating costs	(13.1)	(15.1)	-2.0
Underlying EBITDA	2.3	3.4	+1.1

* Occupancy in first part of year traditionally lower than full year average.

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Questions

- Management and Operations



Resolution 1



That the Board be authorised to fix the fees and expenses of the auditor of Embark for the coming year.

Resolution 2



Election of Renita Garard

Renita Garard was appointed by the board as a director in January 2023, and is now required to retire in accordance with NZX Listing Rule 2.7.1, which prohibits a director appointed by the board from holding office past the next annual meeting following the director's appointment.

The board supports the election of Renita Garard.

Resolution 3



Re-election of Kim Campbell

Kim Campbell was last elected as a director by shareholders in September 2020, and is now required to retire in accordance with NZX Listing Rule 2.7.1, which prohibits a director from holding office (without re-election) for longer than 3 years or 3 annual meetings, whichever is longer. Being eligible, Kim offers himself for re-election.

The board supports the re-election of Kim Campbell.

Resolution 4



Election of Michelle Thomsen

Michelle Thomsen has been nominated by a shareholder as a director. Being eligible, Michelle offers herself for election.

The board supports the election of Michelle Thomson.

Resolutions 5 and 6

These two resolutions will effect the re-domiciling of Embark by way of a scheme of arrangement. The scheme of arrangement involves the establishment of an Australian incorporated company, and the transfer of the current shareholders of the current Embark parent company to it.

Details of the scheme are in the scheme booklet which shareholders have a copy of.

Chapman Tripp are at the meeting to answer any questions you may have.

Resolution 5

That the scheme of arrangement relating to the re-domicile of Embark, as set out in the Scheme Plan accompanying Notice of Meeting, be and is approved.

To pass, Resolution 5 must receive a majority of 75% or more of the votes entitled to vote and voting, and a majority (being more than 50%) of all votes entitled to be cast (regardless of whether they are cast).



Resolution 6

That Embark be delisted from the NZX main Board and ASX

Note that this resolution will be conditional on Resolution 5 being passed.

Conclusion of Resolutions



- Vote online – for the next 5 minutes
- Results to the NZX later today

Proxy and postal votes received as of 4 June 2023



Resolution	Votes for	% of votes cast
1 Fix fees and expenses of Auditor	87,450,982	99.1
2 Elect Renita Garard	87,567,904	99.2
3 Re-elect Kim Campbell	87,020,949	98.6
4 Elect Michelle Thomsen	87,560,385	99.2
5 Approve re-domicile scheme of arrangement	87,757,261	99.1
6 De-list from NZX	66,009,589	98.8

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Thank you.



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