26 March 2014

Capital raising to fund continued growth in G8

G8 Education Limited (ASX: GEM) recently announced that it had undertaken an issue of shares to institutions and professional investors (Placement). The Placement is being conducted in two stages:

(a) Tranche 1: $50 million share issue to institutions and professional investors, under the Company’s capacity pursuant to ASX Listing Rule 7.1 (Tranche 1); and

(b) Tranche 2: $50 million placement to institutions and professional investors, conducted in conjunction with the Tranche 1 Placement, to be completed conditional upon shareholder approval (Tranche 2).

G8 Education Limited is pleased to announce that Eligible Shareholders will also have the opportunity to increase their G8 Education shareholding at a price which is the same price as institutions and professional investors paid in the Placement, being $4.60 per Share. The closing price of G8 Education shares on 21 March 2014, being the trading day immediately prior to this announcement, was $4.76.

Under the Share Purchase Plan, Eligible Shareholders may acquire shares in G8 Education up to a value of $14,996 per share at a price of $4.60 per share.

Proceeds from the Share Purchase Plan will provide working capital to fund the Company’s current acquisition strategies.

Key terms of the Share Purchase Plan

<table>
<thead>
<tr>
<th>Class of securities:</th>
<th>Ordinary Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>ASX Code:</td>
<td>GEM</td>
</tr>
<tr>
<td>Issue price per share:</td>
<td>$4.60 per share</td>
</tr>
<tr>
<td>Maximum application amount:</td>
<td>$14,996 (3,260 GEM shares)</td>
</tr>
</tbody>
</table>

The anticipated timetable for the Share Purchase Plan is as follows:

<table>
<thead>
<tr>
<th>Record Date:</th>
<th>25 March 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Announcement:</td>
<td>26 March 2014</td>
</tr>
<tr>
<td>Share Purchase Plan opens:</td>
<td>2 April 2014</td>
</tr>
<tr>
<td>Share Purchase Plan closes:</td>
<td>8 May 2014</td>
</tr>
<tr>
<td>Allotment of Share Purchase Plan shares:</td>
<td>12 May 2014</td>
</tr>
</tbody>
</table>

The dates are subject to change and are indicative only. The Directors reserve the right to extend the Share Purchase Plan or close the Share Purchase Plan early, which may impact on subsequent dates.

G8 Education Limited currently has 301,705,105 shares on issue.

ENDS

Chris Scott
Managing Director
E: chris.scott@g8education.edu.au

G8 Education Limited
159 Varsity Parade
Varsity Lakes QLD 4227
+61 7 5581 5300
+61 7 5581 5311
www.g8education.edu.au

ACN 123 828 553
reception@g8education.edu.au
Please find attached the following offer material for the G8 Education Limited Share Purchase Plan, details of which were announced to the market on 26 March 2014:

- Offer Document; and
- Application Form.

Not for distribution or release in the United States or to US persons.
Offer at a glance

KEY DATES*

<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
</tr>
</thead>
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<tr>
<td>25 March 2014</td>
<td><strong>Record Date 7.00pm (Brisbane time)</strong>&lt;br&gt;The date on which G8 Education determines Eligible Shareholders</td>
</tr>
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<td><strong>Opening Date</strong>&lt;br&gt;The date on which the SPP opens</td>
</tr>
<tr>
<td>8 May 2014</td>
<td><strong>Closing Date</strong>&lt;br&gt;The date on which the SPP closes&lt;br&gt;<strong>Applications must be received by 5.30pm</strong></td>
</tr>
<tr>
<td>12 May 2014</td>
<td><strong>Allotment Date</strong>&lt;br&gt;The date on which Shares are allotted, any Scaleback and the Issue Price of the Shares is announced</td>
</tr>
</tbody>
</table>

* G8 Education has the discretion to alter these key dates.

KEY OFFER DETAILS

<table>
<thead>
<tr>
<th>Date</th>
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<tr>
<td>Issue price</td>
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</tr>
<tr>
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</tr>
</tbody>
</table>

IMPORTANT NOTICE

This is an important document offering Eligible Shareholders the opportunity to apply to purchase up to $14,996 of G8 Education Limited ordinary shares without brokerage or transaction costs. If you are unsure about what to do, please contact your professional adviser.

If you have any questions about the G8 Education Share Purchase Plan after reading this booklet, please call the Advanced Share Registry Services information line on the phone numbers listed below.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

These materials do not constitute an offer of securities for sale in the United States or to U.S. persons (as defined in Regulation S under the U.S. Securities Act) (U.S. Person) and may not be sent or disseminated in, directly or indirectly, the United States or to any U.S. Person in any place. G8 Education’s shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act) or the securities laws of any state of the United States and may not be offered, sold or otherwise transferred in the United States or to, or for the account or benefit of, any U.S. Person except in compliance with the registration requirements of the U.S. Securities Act and any other applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Registry information line (Australia) (08) 9389 8033 or (outside Australia) +61 8 9389 8033.
Letter from the Chair

26 March 2014

Dear Shareholder

On behalf of the Directors of G8 Education Limited, I am pleased to offer you the opportunity to participate in our Share Purchase Plan, enabling you to apply to purchase up to $14,996 worth of G8 Education ordinary shares without brokerage and transaction costs.

G8 Education Limited recently announced that it had undertaken an issue of shares to institutions and professional investors (Placement). The Placement is being conducted in two stages:

(a) Tranche 1: $50 million placement to institutions and professional investors, under the Company’s capacity pursuant to ASX Listing Rule 7.1 (Tranche 1); and

(b) Tranche 2: $50 million placement to institutions and professional investors, conducted in conjunction with the Tranche 1 Placement, to be completed conditional upon shareholder approval (Tranche 2).

This SPP gives you a chance to increase your G8 Education shareholding at a price which is the same price as institutions and professional investors paid in the Placement, being $4.60 per Share. The closing price of G8 Education shares on 21 March 2014, being the trading day immediately prior to the announcement of the Share Purchase Plan, was $4.76.

Please note that the future market price of Shares is uncertain and may be below the Issue Price.

Funds raised through the SPP and the Placement will be used to finalise acquisitions currently on foot, details of which have been disclosed to the market by way of announcements lodged with ASX.

Participation in the SPP is entirely voluntary. If you are an Eligible Shareholder, you may apply to purchase a parcel of between $998.20 and $14,996 worth of Shares.

G8 Education reserves its absolute discretion regarding the amount raised under the SPP, including the right to scale back applications. Should this happen, you may be allocated Shares to a value which is less than the parcel you applied for, and if so, the difference will be refunded to you.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in G8 Education.

Yours sincerely

Jennifer Hutson
Chair
G8 Education Limited
Instructions

If you would like to apply to participate in the SPP, please follow the instructions on the enclosed Application Form.

To participate, you should:

- Complete the Application Form, attach a cheque, and submit your application in accordance with the instructions on the Application Form;

- Arrange payment via BPAY® or ensure that cheques are made payable to “G8 Education Share Purchase Plan Account”;

- If paying by cheque, submit the Application Form together with application monies to:

  G8 Education Limited
  c/- Advanced Share Registry Services
  PO Box 1156
  NEDLANDS, WA 6909

- Ensure that all payments and applications are received by Advanced Share Registry Services in Perth by no later than 5.30pm on 8 May 2014;

- Please note that you will not be able to withdraw or revoke your application once you have submitted it.
SHARE PURCHASE PLAN

Highlights of the SPP

G8 Education Limited is pleased to offer its Shareholders the opportunity to increase their holdings by subscribing for additional fully paid ordinary Shares in parcels of up to $14,996 pursuant to the terms of this Share Purchase Plan (SPP or Plan).

Participation is completely voluntary, and at the option of each Shareholder.

The Issue Price of Shares issued under the SPP is the same price as professional investors paid in the recent Placement, being $4.60 per Share. The closing price of G8 Education shares on 21 March 2014, being the trading day immediately prior to the announcement of the Share Purchase Plan, was $4.76.

Shareholders will not be issued Shares under the SPP where the total Issue Price exceeds $14,996 in any consecutive 12 month period.

Under the SPP, new Shares are to be allotted free of brokerage, commission and stamp duty costs.

Shares to be allotted under the SPP will rank equally in all respects with existing ordinary shares.

To subscribe for Shares under the SPP, each Shareholder must complete and sign the Application Form enclosed with this notice and return it to:

Advanced Share Registry Services
PO Box 1156
Nedlands WA 6909

Key Dates*

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</tr>
</tbody>
</table>

*Dates are indicative only and the Company may vary these dates without notice.

Operation of the SPP

The SPP provides Shareholders with a convenient method of increasing their holdings in the Company by subscribing in cash for further fully paid ordinary shares.

This notice sets out the general details of the SPP and the Rules regarding the way in which the SPP operates.
Eligibility to Participate

All Shareholders in the Company who have a registered address in Australia or New Zealand on the chosen Record Date are eligible to participate in the SPP.

Directors and senior management are able to participate in the Plan on the same terms as other Eligible Shareholders.

Participating in the SPP

Participation in the SPP is entirely at each Shareholder’s option.

Before deciding on whether or not to participate in the SPP, and in particular before completing any application for shares, you should consider the Company’s latest financial statements and, if necessary, consult your financial adviser.

How to Participate in the SPP

If you are an Eligible Shareholder, you may apply to acquire a parcel of Shares valued at between $998.20 and $14,996. You may apply by either:

(a) completing the enclosed Application Form as instructed and returning it to the address indicated on the form, together with a cheque in payment of the total amount; or

(b) making the payment directly by BPAY® in accordance with the details on the Application Form. If you choose to pay via BPAY®, you are not required to submit your Application Form.

BPAY® payments must be made from an Australian dollar account of an Australian financial institution.

Payment by BPAY®

Eligible Shareholders wishing to pay by BPAY® must use the specific Biller Code and Customer Reference Numbers detailed on their personalised Application Form. Any Eligible Shareholder that chooses to pay by BPAY® is deemed to represent to the Company that the amount of Shares subscribed for pursuant to the SPP, or any other arrangement similar to the SPP in the prior 12 months, does not exceed $14,996 (including joint or any other beneficial interests).

If Eligible Shareholders choose to pay via BPAY®, they are not required to submit an Application Form. Payment will not be accepted after 5.30pm on the Closing Date and no Shares will be issued to applicants in respect of that application if payment is received after this time. In the case of multiple holdings, applicants will have multiple BPAY® Customer Reference Numbers. To ensure that Shares are issued under the SPP in respect of each holding, applicants must use the specific Biller Code and the Customer Reference Number shown on each personalised Application Form when paying for any Shares that applicants wish to apply for in respect of that holding. If applicants inadvertently use the same Customer Reference Number for more than one of their applications, they will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Applicants may also have their own limit on the amount that can be paid via BPAY®. It is the responsibility of applicants to confirm that the amount they wish to pay via BPAY® does not exceed their limit.

Once an application under the SPP has been made or BPAY® payment made, it cannot be revoked.

Issue Price of the New Shares

The Issue Price of Shares issued under the SPP is the same price as professional investors paid in the recent Placement, being $4.60 per Share. The closing price of G8 Education shares on 21 March 2014, being the trading day immediately prior to the announcement of the Share Purchase Plan, was $4.76.
**Risks**

Applicants should be aware of the risk that the market price for the Company’s Shares may change between the date on which Shares in the SPP are offered and the actual date when Shares are issued.

The Issue Price of Shares to be subscribed for under the SPP will not change during the period that the offer is open. However, the market price for the Shares may fluctuate and if the market price of Shares falls below the Issue Price of Shares under the SPP, then you may be financially disadvantaged as a consequence.

Shareholders have the option of choosing not to participate in the SPP.

**Refusal of applications**

The Company reserves the right to refuse any application made, for example, if a cheque is returned unpaid or if the Application Form has not been properly completed or where there are grounds for believing that the applicant is not acting in good faith - for instance, if holdings have been split into smaller parcels for the purpose of multiple applications under the SPP. Application Forms received after closure of the offer period as indicated on the Application Form will not be accepted.

**Scaleback**

A Scaleback is a reduction in the allotments of Shares under the SPP, compared to the parcels of Shares applied for. The Company may undertake a Scaleback if it receives applications under the Plan for more shares than it wishes to issue.

If the Company undertakes a Scaleback, you will receive the number of Shares as determined by the Company at its absolute discretion, which may be less than the parcel of Shares for which you subscribed. Any difference between the application money received and the price of the actual Shares allotted to you, will be refunded as soon as practicable without interest.

**Ranking for Dividend**

Shares issued under the SPP will rank equally in every respect with existing issued fully paid shares and will be eligible to participate in all dividends paid after the date of issue.

**Period of the offer**

The offer will open on 2 April 2014 and close on 8 May 2014.

**Cost of Participating in the SPP**

No brokerage, commission or stamp duty will be payable by Eligible Shareholders on Shares issued under the SPP.

Shareholders must pay for the Shares, through payment by cheque at the time of making an application. The Company will meet the administrative costs associated with the SPP.

**Sale of Shares**

Shares issued under the SPP may be sold or transferred on ASX at any time after quotation.

**ASX Listing**

The Company will apply for ASX quotation of all Shares issued under the SPP on the Official List of Australian Stock Exchange Limited following the processing of applications received from applicant shareholders at the end of the applicable offer period.

**Taxation considerations**

The acquisition of Shares in the Company under the SPP will have different ramifications depending upon the circumstances of each shareholder. Participating shareholders should obtain their own independent advice concerning the taxation consequences of their investment under the SPP.
**Variation, suspension and termination of the SPP**

The SPP may be varied, suspended or terminated by the Company’s Board at any time and at the Board’s absolute discretion. Variation, suspension or termination will take effect on a date specified by the Board without the need for giving advance written notice of any such variation, suspension or termination. Neither the Company nor the Company’s Board accepts or assumes any liability to shareholders by reason of variation, suspension or termination of the SPP.
Share Purchase Plan Rules

1. DEFINITIONS AND INTERPRETATIONS

1.1 When used in these Rules, the words listed will, except to the extent that the context otherwise requires, have the following meanings:

‘Application Form’ means the application form accompanying these Rules;

‘ASIC’ means the Australian Securities and Investments Commission;

‘ASX’ means Australian Stock Exchange Limited;

‘Board’ means the Board of directors of the Company;

‘Company’ or ‘G8 Education’ means G8 Education Limited ACN 123 828 553;

‘Constitution’ means the constitution of the Company;

‘Custodian’ has the meaning given to it in ASIC Class Order 09/425;

‘Eligible Shareholder’ means a Shareholder who complies with Rule 2.3;

‘Issue Price’ means $4.60 per Share;

‘Participant’ means a Shareholder whose application to participate in the SPP has been accepted by the Company;

‘Plan Rules’ or ‘Rules’ means these rules;

‘Record Date’ means 25 March 2014;

‘Registered Address’ means the address of a Shareholder as shown in the Share Register;

‘Scaleback’ means the Company’s right to scale back or decrease the number of Shares allotted to individual Shareholders under the SPP;

‘Share’ means a fully paid ordinary share in the Company;

‘Share Register’ means the register of all Shareholders maintained by the Share Registrar;

‘Share Registry’ means Advanced Share Registry Services of 150 Stirling Highway, Nedlands, WA 6009;

‘Shareholder’ means a holder of Shares;

‘SPP’ means this Share Purchase Plan.

1.2 Words importing the singular include the plural and vice versa, words importing any gender include other genders and ‘person’ includes a corporation.

1.3 Headings are for convenience only and do not affect the interpretation.

2. PARTICIPATION IN THE SPP

2.1 Participation in the Company SPP is subject to these Rules.

2.2 Offers made under the SPP are made under these Rules to all Eligible Shareholders on a non-renounceable basis.

2.3 The SPP is open to Eligible Shareholders, being Shareholders who:

(a) are registered as the holders of Shares on the Record Date; and

(b) have Registered Addresses in Australia or New Zealand.

2.4 The Board may refuse to accept any Shareholder for participation in the SPP or suspend or withdraw his or her participation in the SPP if that participation might:
(a) prejudice the effective operation of the SPP; or
(b) give rise to breaches of applicable laws by the Company or its officers or by the Participants or their associates;
and may reject any application for Shares under the SPP if it has reason to believe that the Participant concerned may not be acting in good faith.

2.5 It is the responsibility of each Shareholder to obtain any necessary approvals to enable that Shareholder to participate in the SPP.

2.6 Directors of the Company who are Eligible Shareholders may participate in the SPP.

2.7 The Directors are entitled (not obliged) to refuse a Shareholder participation in the SPP where that Shareholder has, in the opinion of the Directors, split a shareholding, or acquired shares as part of such a split, in order to attempt to increase the number of Shares that may be allotted under the SPP to that Shareholder or another person.

3. APPLICATION TO PARTICIPATE

3.1 A Shareholder may apply to the Company to participate in the SPP by:
(a) arranging payment via BPAY® by using the personalised customer reference number set out on the Application Form; or
(b) completing and signing an Application Form and returning it to the Share Registry by the date required by the Company.

3.2 Participation in the SPP is optional.

3.3 Participation in the SPP may be full or partial.

3.4 If making payment by cheque, a Shareholder must specify on the Application Form the degree of participation by specifying the number of Shares to be applied for under the SPP. Fractional Shares will not be issued.

3.5 Shareholders wishing to make a payment via BPAY® may only do so if they are a holder of an account with an Australian financial institution. If applying by BPAY®, Shareholders must ensure that their payment is received by not later than 5.30pm on the Closing Date.

4. OPERATION OF THE SPP

4.1 Participants may apply and subscribe in cash at the Issue Price for Shares using BPAY® or the Application Form within the time limit and in accordance with the instructions noted thereon.

4.2 Any application made via the Application Form pursuant to sub-clause 4.1 shall specify the number of Shares applied for (being not less than $998.20 or more than A$14,996 in value at the Issue Price), and be accompanied by a cheque for the appropriate amount.

4.3 Shares issued under the SPP will be issued at the Issue Price and credited as fully paid.

5. CERTIFICATION

5.1 If a Shareholder elects to participate in the SPP by submitting an Application Form or making payment for Shares by BPAY®:
(a) they confirm, in relation to all Shares applied for by him or her under the SPP, that they do not make the application for any other person in circumstances which might involve any breach of securities laws of any jurisdiction other than Australia or New Zealand;
(b) they agree to be bound by the Company’s Constitution in respect of all the Shares issued to them under the SPP;
(c) they confirm that they are an Eligible Shareholder;
(d) they certify that they have not applied for more than A$14,996.
of Shares under the SPP and any similar arrangement in the 12 months prior to this application, even though they may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;

(e) they agree that their application is made in accordance with these Rules;

(f) they accept that they will not be able to withdraw or revoke their BPAY® payment or their Application Form once they have sent it in;

(g) they authorise the Company (and its officers or agents) to correct any error or omission in their Application Form (if applicable) and to complete the Application Form by the insertion of any missing details;

(h) they acknowledge that the Company may at any time determine that their Application Form (if applicable) is valid, in accordance with these Rules, even if the Application Form is incomplete, contains errors or is otherwise defective;

(i) they are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured;

(j) they acknowledge that neither the Company nor it Share Registry has provided them with investment advice or financial product advice, and that neither has any obligation to provide this advice concerning their decision to apply for and buy Shares;

(k) they acknowledge that the Company is not liable for any exercise of its discretions referred to in these Rules;

(l) they irrevocably and unconditionally agree to these Rules and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP.

5.2 Eligible Shareholders who are Custodians may apply for up to a maximum amount of A$14,996 worth of Shares for each beneficiary if, in conjunction with an Application Form, it provides the Company with a certificate stating:

(a) that it complies with the definition of Custodian in this SPP;

(b) that the Custodian holds Shares on behalf of one or more beneficiaries on the date of the Offer who have, subsequent to that date, instructed the Custodian to apply for Shares on their behalf under the SPP;

(c) the number of beneficiaries;

(d) the name and address of each beneficiary;

(e) in respect of each beneficiary, the number of Shares that the Custodian holds on their behalf;

(f) in respect of each beneficiary, the number of Shares and the application amount the beneficiary instructed the Custodian to apply for on their behalf;

(g) that there are no beneficiaries in respect of whom the total of:

(i) the application amount referable to that beneficiary; and

(ii) the price paid for any other Shares issued to the Custodian in the 12 months before the application as a result of an instructions given by the beneficiary to the Custodian to apply for Shares on their behalf.
under an arrangement similar to the SPP, exceeds A$14,996; and

(h) that a copy of the Plan Rules was given to each participating beneficiary.

6. SHARES ISSUED UNDER THE SPP

6.1 Shares issued under the SPP will rank equally in all respects with existing Shares.

6.2 Shares issued to a Participant under the SPP will be registered on the Share Register.

6.3 The Company will promptly, following the allotment and issue of Shares under the SPP:

(a) apply to the ASX for admission to the Official List; and

(b) send a holding statement in respect thereof to the relevant Shareholder at his or her Registered Address.

7. COST TO PARTICIPANTS

7.1 Subject to sub-clause 7.2, no brokerage, commission or other transaction costs will be payable by a Participant in respect of Shares issued under the SPP.

7.2 In the event of a change in legislation so that at the date of any allotment or issue stamp duty or any other tax or duty is payable in respect thereof, the amount of such stamp duty or other tax or duty shall be paid by the Participant to whom the Shares are issued and, in respect of each such Share, included in the calculation of the Issue Price.

8. Rounding of Shares

8.1 If a Shareholder applies for Shares under the SPP, they will apply for a certain parcel value rather than a certain number of Shares. Subject to these Rules, the number of Shares they are allocated will be determined by:

(a) if there is no Scaleback applied to their allotment in accordance with clause 9 below, dividing the value of their application amount by the Issue Price; or

(b) if there is a Scaleback applied to their allotment, the scaled back amount of their application amount divided by the Issue Price.

8.2 If the calculation above produces a fractional number, the number of Shares they will be allotted will be rounded down to the nearest whole number.

9. SCALEBACK

9.1 The Company reserves absolute discretion regarding the amount raised under the SPP, including the right to Scaleback applications.

9.2 If there is a Scaleback, applicants may not receive the full parcel of Shares for which they have applied.

9.3 If a Scaleback produces a fractional number when applied to an applicant’s parcel, the number of Shares they will be allotted will be rounded down to the nearest whole number of Shares.

9.4 In the event of a Scaleback, each applicant will be scaled back based on their parcel size, shareholding at Record Date, or a combination of both. The difference between the value of the Shares allotted (calculated at the Issue Price) and the application money received will be refunded, without interest, following allotment.

10. NON-PARTICIPATION

Participation in the SPP is voluntary. It shall be a matter for each Shareholder to determine whether or not they make an application for shares under the SPP.

11. APPLICATIONS AND NOTICES

11.1 Applications and notices for the purposes of the SPP shall be in writing
in such form and lodged at such place as the Company and the Share Registry may from time to time require.

11.2 Applications and notices (other than notices of death, bankruptcy or liquidation) in respect of Shares registered in joint names shall be completed by all registered holders of those Shares who wish to subscribe for shares.

11.3 Applications and notices will take effect on and from the date on which they are received by the Share Registry provided that an application to participate in the SPP is not effective until it has been accepted by the Board.

11.4 The Company has an absolute discretion:
   (a) to accept and treat as valid an application which does not satisfy the requirements of these Rules; and
   (b) to reject and treat as invalid an application where the Directors have determined acceptance of the application would or might prejudice the effective operation of the SPP or would or might otherwise be contrary to the laws of any country; and
   (c) to reject or accept an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting shares of the Company.

11.5 The Company will be under no obligation to correct or amend defective Application Forms or applications on behalf of Shareholders.

12. ADMINISTRATION, VARIATION, SUSPENSION OR TERMINATION OF THE SPP

12.1 The SPP will be administered by the Directors who have the power to:
   (a) determine appropriate procedures for administration and implementation of the SPP consistent with the SPP Rules and to settle any difficulty which may arise generally or in a particular case, in regard to the SPP as the Directors think fit and their determination will bind all Shareholders and other person to whom the determination relates;
   (b) resolve conclusively all questions of fact or interpretation in connection with the SPP; and
   (c) delegate to any one or more persons for such period and on such conditions as they may determine, the exercise of their powers or discretions arising under the SPP, but not including any powers under clause 11.4.

12.2 The Company and its officers and employees will not be held responsible or liable for any error or omission which occurs in the administration of the SPP.

12.3 The Board may vary administrative procedures to be followed in respect of the implementation of the SPP. The procedures may be varied at any time by the Board having regard to ASX or ASIC requirements.

12.4 The Board may:
   (a) at any time modify, vary or amend the SPP;
   (b) suspend the operation of the SPP from time to time for any period; or
   (c) terminate the SPP at any time without any need for giving advance notice to shareholders.

13. TAXATION

The Company makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Participants to the payment of income tax in respect of any issue of shares, payment or other transaction pursuant to this SPP.
14. **DISPUTES**

14.1 The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or applicant, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

14.2 The Company reserves the right to waive strict compliance with any provision of these Rules.

15. **GOVERNING LAW**

This SPP is issued in accordance with ASIC Class Order 09/425 and ASX Listing Rule 7.5 Exception 15.

These Rules are governed by the laws in force in Queensland and are to be interpreted in accordance with their spirit, intention and purpose.

16. **UNDERWRITING**

The SPP will not be underwritten.
PAYMENT OPTIONS
You can apply for shares by using the payment options detailed below:

OPTION 1: BPAY®

Biller Code: 212969
Customer Reference Number:

If paying by BPAY®, you do not need to complete or return the Application Form below. Payment must be received by the Share Registry via BPAY® by 5.30pm on the Closing Date. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your application payment.

If you make a payment by BPAY® and G8 Education Limited receives an amount which is between $998.20 and $14,996, G8 Education Limited may round down the dollar amount of Shares that you are applying for to the nearest whole number of Shares. Your payment must be for a minimum of $998.20.

Contact your bank or financial institution to make this payment from your relevant account. Applicants should be aware that their own financial institution may impose earlier cut off times for electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY® are received by 5.30pm on the Closing Date.

OPTION 2: BY CHEQUE
If paying by cheque, complete and return the Application Form and the details below with your application money. Your cheque should be made payable to ‘G8 Education Share Purchase Plan Account’ in Australian dollars and crossed ‘Not Negotiable’. Your cheque must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Complete cheque details in the boxes provided on the front page. Please note that funds are unable to be directly debited from your bank account.

Please return the Application Form and cheque to the address indicated above. Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be represented and may result in your Application being rejected. Paperclip your cheque(s) to the Application Form where indicated. Cash will not be accepted. A receipt for payment will be forwarded.

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the Application form.
LODGEMENT OF APPLICATION

The Application Form must be received by Advanced Share Registry Services, Perth by no later than 5.30 pm (AEST) on 8 May 2014. You should allow sufficient time for this to occur.

If you are a custodian within the definition of ASIC Class Order [CO 09/425] you must submit a custodian certificate to G8 Education.

Applications and payments under the Share Purchase Plan may not be withdrawn once they have been received by G8 Education.

I/We wish to purchase:

- $998.20* of G8 Education Shares (217 Shares)
- $14,996* of G8 Education Shares (3,260 Shares)

*These share amounts may be subject to Scaleback in accordance with the terms of the Share Purchase Plan.

Payment Details – Please note that funds are unable to be directly debited from your bank account

<table>
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<tr>
<th>Drawer</th>
<th>Cheque Number</th>
<th>BSB number</th>
<th>Account number</th>
<th>Cheque amount</th>
</tr>
</thead>
</table>

Make your cheque payable to G8 Education Share Purchase Plan Account and crossed ‘Not Negotiable’

Contact Details

- Please provide your contact details in case we need to speak to you

Name of contact person: ___________________________ Contact person’s daytime telephone number: (_______)

Important Information

The Share Purchase Plan offer does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any ‘US person’ (as defined in Regulation S under the US Securities Act of 1933, as amended (the ‘Securities Act’) (‘US person’)). By completing and returning this Application Form, you will be deemed to have represented on behalf of each person on whose account you are acting that (a) you are an eligible shareholder as described in the Share Purchase Plan booklet; (b) you acknowledge that the G8 Education Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, the G8 Education Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws; and (c) you have not and will not send any materials relating to the Share Purchase Plan to any person in the United States or that is, or is acting for the account or benefit of a US person.

Privacy statement

Personal information is collected on this form by Advanced Share Registry Services, as registrar for securities issuers (‘the issuer’), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Advanced Share Registry Services, or you would like to correct information that is inaccurate, incorrect or out of date, please contact Advanced Share Registry Services. In accordance with the Corporations Act 2001(Cth), you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting Advance Share Registry Services.

If you have any enquiries concerning this form or your entitlement, please contact Advanced Share Registry Services on 08 9389 8033 (within Australia) or +61 8 9389 8033 (outside Australia).

This form may not be used to notify your change of address. For information, please contact Advanced Share Registry Services on 08 9389 8033 or visit www.advancedshare.com.au.

CHESS holders must contact their Controlling Participant to notify a change of address.

Payment

By Mail

G8 Education Share Purchase Plan
PO Box 1156
NEDLANDS WA 6909
AUSTRALIA