8 May 2014

**Extension of Share Purchase Plan**

G8 Education Limited (ASX: GEM) advises that the Closing Date for the Share Purchase Plan announced to the market on 26 March 2014 has been extended until Friday, 30 May 2014.

The reason for the extension is to allow Eligible Shareholders to 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 to institutions and professional investors announced to the market on 26 March 2014 and recently completed, at $4.60 per Share.

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

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**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 timetable for the extended Share Purchase Plan is as follows:

<table>
<thead>
<tr>
<th>Record Date:</th>
<th>21 March 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Share Purchase Plan opened:</td>
<td>2 April 2014</td>
</tr>
<tr>
<td>Share Purchase Plan closes:</td>
<td>30 May 2014</td>
</tr>
<tr>
<td>Allotment of Share Purchase Plan shares:</td>
<td>4 June 2014</td>
</tr>
</tbody>
</table>

As previously advised, 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.

**Chris Scott**
Managing Director
G8 Education Limited
8 May 2014

Dear Shareholder

On behalf of the Directors of G8 Education Limited, I am pleased to advise that the closing date of the Share Purchase Plan Offer sent to you on 26 March 2014 has been extended until Friday, 30 May 2014.

Under the Share Purchase Plan, you are able to purchase up to $14,996 worth of G8 Education ordinary shares at $4.60 per Share without brokerage and transaction costs. This is the same price as shares paid by institutions and professional investors under the Placement previously announced to the market.

Please note that the future market price of Shares is uncertain.

Funds raised will be used to finalise acquisitions advised to the market by way of announcements lodged with ASX.

The key terms of the amended Share Purchase Plan are set out below. All other terms are the same as set out in the Offer Document sent to you on 26 March 2014:

Key terms

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Issue price</td>
<td>$4.60 per Share</td>
</tr>
<tr>
<td>Maximum application amount</td>
<td>$14,996 (3,260 GEM shares)</td>
</tr>
<tr>
<td>Record Date</td>
<td>7.00pm 21 March 2014</td>
</tr>
<tr>
<td>Closing Date</td>
<td>5.30pm 30 May 2014</td>
</tr>
</tbody>
</table>

Participation in the Share Purchase Plan 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. For your convenience, we attach an additional Application Form. To participate, you should:

- Complete an Application Form, attach a cheque made payable to “G8 Education Share Purchase Plan Account”, and submit your application in accordance with the instructions on the Application Form; or
- Arrange payment via BPAY® using the personalized Customer Reference Number set out on the Application Form, in accordance with the instructions on the Application Form.

All payments and applications must be received by our Share Registry in Perth by 5.30pm 30 May 2014.

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

Yours sincerely

Jenny Hutson
Chairperson
G8 Education Limited
**SHARE PURCHASE PLAN APPLICATION FORM**

This personalised form can only be used in relation to the shareholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Pursuant to the terms and conditions of the G8 Education Share Purchase Plan set out in the document sent to eligible G8 Education Shareholders dated 26 March 2014, G8 Education is offering eligible shareholders the opportunity to purchase fully paid ordinary shares in G8 Education up to a maximum value of $14.996 per Eligible Shareholder, subject to a minimum application of $998.20. Eligible Shareholders are persons who are eligible to apply for G8 Education Shares in accordance with the terms and conditions of the Share Purchase Plan offer.

The issue price of G8 Education Shares under the Share Purchase Plan is set out in the terms and conditions of the Share Purchase Plan offer. Subject to the Share Purchase Plan terms and conditions, the number of G8 Education Shares issued to you will be rounded down to the nearest whole number of G8 Education Shares, after dividing the dollar amount of your application by the offer price.

If you do not wish to purchase new shares under this offer, you do not need to take action.

By making your payment, you agree to be bound by the constitution of G8 Education and agree that the submission of payment to G8 Education constitutes an irrevocable offer by you to G8 Education to subscribe for G8 Education Shares on the terms of the Share Purchase Plan. In addition, by applying for shares under the Share Purchase Plan, you certify that the aggregate of the application price paid by you for:

- the G8 Education Shares the subject of your application; and
- any other G8 Education Shares applied for by you, or which you have instructed a custodian to acquire on your behalf, under this Share Purchase Plan, does not exceed $14,996.

**METHOD OF ACCEPTANCE**

By making your payment, you confirm that you agree to all of the terms and conditions of the Share Purchase Plan as enclosed with this form.

You can apply for shares and make your payment by either BPAY® or cheque. See below and overleaf for further details.

G8 Education may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Share Purchase Plan, whether generally or in relation to any participant or application. Any determinations by G8 Education will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. G8 Education reserves the right to waive strict compliance with any provision of the terms and conditions of the Share Purchase Plan, to amend or vary those terms and conditions and to suspend or terminate the Share Purchase Plan at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where G8 Education does not notify you of that event.

**PAYMENT OPTIONS**

You can apply for shares by using the payment options detailed below:

**OPTION 1: BPAY®**

<table>
<thead>
<tr>
<th>Biller Code:</th>
<th>212969</th>
</tr>
</thead>
<tbody>
<tr>
<td>Customer Reference Number:</td>
<td></td>
</tr>
</tbody>
</table>

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 next lowest parcel at their discretion. 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.

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**SRN/HIN**
- **Record Date:** 7.00 pm (AEST) 21 March 2014
- **Offer Closes:** 5.30 pm (AEST) 30 May 2014

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**Note:**
- For personal use only.
- © 2014, G8 Education.

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**Advanced Share Registry Services**

Please return completed form to:

PO Box 1156
NEDLANDS WA 6909

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**Please complete the following information:**

[Blank fields for customer details and cheque information]
**LODGEMENT OF APPLICATION**

The Application Form must be received by Advanced Share Registry Services, Perth by no later than 5.30 pm (AEST) on 30 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.

<table>
<thead>
<tr>
<th>I/We wish to purchase:</th>
</tr>
</thead>
<tbody>
<tr>
<td>$998.20* of G8 Education Shares (217 Shares)</td>
</tr>
</tbody>
</table>

OR

| Shares (ie. the application amount divided by $4.60) |

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

**This amount must be between $998.20 and $14,996 per Eligible Shareholder.

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

<table>
<thead>
<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 Advanced 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