G8 Education Limited
ACN 123 828 553

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of G8 Education Limited (Company) will be held on 29 April 2014 at 11.00 am (Brisbane time) at The Southport Yacht Club, Macarthur Parade, Main Beach Gold Coast, Queensland.

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the Company’s financial report, the Directors’ report and the Auditors’ report for the period ended 31 December 2013.

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following as an advisory ordinary resolution in accordance with section 250R(2) of the Corporations Act:

“That the section of the report of the Directors contained in the 2013 Annual Report dealing with the remuneration of the Company’s Directors and Senior Executives (‘Remuneration Report’) be adopted”.

This resolution shall be determined as if it were an ordinary resolution, but under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors of the Company.

Resolution 2: Re-election of a Director – Andrew Peter Somerville Kemp

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Andrew Peter Somerville Kemp, who retires in accordance with Listing Rule 14.4 and Article 47(b) of the Company’s Constitution, and being eligible for re-election, be elected as a Director of the Company.”

Resolution 3: Re-election of a Director – Susan Margaret Forrester

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Ms Susan Margaret Forrester, who retires in accordance with Listing Rule 14.4 and Article 47(b) of the Company’s Constitution, and being eligible for re-election, be elected as a Director of the Company.”
SPECIAL BUSINESS

Resolution 4: Ratification of share issue

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.4 and for all other purposes, members ratify and approve the previous issue of 26 million shares issued through a placement on 1 October 2013 to raise $80.6 million.”

OTHER BUSINESS

To transact all other business which may be brought forward in accordance with the Constitution.

By order of the Board of Directors

Christopher Paul Sacre
Company Secretary

26 March 2014
Entitlement to vote
The Directors have determined that, for the purpose of voting at the Meeting, shares in the Company will be taken to be held by the Shareholders on 27 April 2014 at 11:00 am (Brisbane time).

PROXIES
In accordance with Section 249L of the Corporations Act 2001, Shareholders are advised that:
- each Shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half of the votes. Fractions are disregarded.
- If you wish to appoint a proxy and are entitled to do so, please complete and return the attached proxy form.
- A corporation may elect to appoint a representative rather than a proxy, in accordance with the Corporations Act. In this case, the Company will require written proof of the representative’s appointment, which must be lodged with or presented to the Company prior to the meeting.

The instrument appointing the proxy must be received by the Company’s Registry at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

Postal Address
Advanced Share Registry Services
PO Box 1156
NEDLANDS WA 6909

Address
Advanced Share Registry Services
150 Stirling Highway
NEDLANDS WA 6909

Facsimile Number
(08) 9389 7871

VOTING EXCLUSION STATEMENT
In accordance with the ASX Listing Rules the Company will disregard any votes cast by the following persons in respect of the following resolutions:

A vote may not be cast (in any capacity) on Resolution 1 by or on behalf of:

(a) Key Management Personnel of the Company (including Directors), details of whose remuneration are disclosed in the Remuneration Report; or

(b) an associate of those persons.

However, a vote may be cast on Resolution 1 by a member of the Key Management Personnel or an associate of the Key Management Personnel, if the vote is cast as a proxy appointed in writing which specified the way in which the proxy is to vote on Resolution 1, and the vote is not cast on behalf of a member of the Key Management Personnel or a closely related party to a member of the Key Management Personnel.
Voting exclusion on Resolutions 2 and 3

A vote may not be cast (in any capacity) on Resolution 2 or 3 by or on behalf of:

- A Director of the Company; or
- An associate of those persons.

However, a vote may be cast on Resolution 2 and 3 by a Director or a closely related party to a member of the Director, if the vote is cast as a proxy appointed in writing which specifies the way in which the proxy is to vote on Resolution 1, and the vote is not cast on behalf of the Director or an associate of a Director.

As Resolutions 2 and 3 (relating to the election of Directors) do not propose to provide a financial benefit, each candidate may validly cast a vote in respect of the resolution to elect them as a Director and comply with section 224 of the Corporations Act and Listing Rule 10.3. In the interests of good corporate governance however, each of the candidates and their associates will abstain from casting a vote on the resolution relating to their re-election (except as a proxy for a person who is entitled to vote).

Voting exclusion on Resolution 4

In accordance with the ASX Listing Rules, the Company will disregard any votes cast by any party who participated in the issue and any of their associates in respect of Resolution 4.

However, the Company need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
EXPLANATORY STATEMENT
G8 Education Limited ABN 95 123 828 553

ORDINARY BUSINESS

1. Financial Statements and Reports

The Corporations Act 2001 requires the Company’s financial report, the Directors’ report and the Auditor’s report to be tabled at the Annual General Meeting of the Company. In addition, the Company’s Constitution provides for such reports and statement to be received and considered at the meeting.

Apart from the matters involving remuneration of Directors which are required to be voted upon, neither the Corporations Act nor the Company’s Constitution requires a vote of members at the Annual General Meeting on such reports. However, members are given the opportunity to raise questions with respect to these reports and statements at the meeting.

The financial report, Directors’ report and Auditor’s report may be found in the annual report for the Company, which has previously been sent to members and which is also available on the Company’s website www.g8education.com.

Members may submit a written question to the Auditor no less than 5 days prior to the Annual General Meeting which relates to the content of the Auditor’s report or the conduct of the audit in relation to the financial report to be considered at the meeting.

The Auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the meeting.

2. Resolution 1 – Remuneration Report

Section 250R of the Corporations Act 2001 requires that the Remuneration Report be put to the members for adoption by way of a non-binding vote.

The vote of the members is advisory only and does not bind the Directors or the Company.

The Remuneration Report may be found in the annual financial report which members received via mail or which members can access from the Company’s website www.g8education.com.

Following consideration of the Remuneration Report, members will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Please note that the Chairperson of the Meeting is not permitted to vote undirected proxies for Resolution 1. If you intend to appoint the Chairperson of the Meeting as your proxy, you should direct your proxy how to vote by ticking the relevant boxes next to each item on the Proxy Form (For, Against or Abstain), or by ticking the Chairperson’s box, in which case the Chairperson will vote your proxy in favour of Resolution 1. Please follow the instructions on the Proxy Form.

If you do not direct the Chairperson of the Meeting how to vote on Resolution 1, the Chairperson will not be able to vote your undirected proxy for Resolution 1.

Consequences

You should also be aware that recent amendments to the Corporations Act have now implemented a ‘two strikes’ re-election process which applies to resolutions relating to the Remuneration Report.

If a company’s Remuneration Report receives a ‘no’ vote of 25% or more of all votes cast at two consecutive annual general meetings (the ‘two strikes’), a spill resolution must be put at the second AGM requiring shareholders to vote on whether the Company must hold another general meeting to consider
spilling the Board. If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days.

At the spill meeting, those individuals who were Directors when the Remuneration Report was considered at the most recent AGM will be required to stand for re-election. If, at the spill meeting, all of the Directors are removed, the remaining positions will be filled by those three with the highest percentage of votes in their favour.

Such an event would have a significant impact on the Company and severely interrupt the Company’s strategy and potentially, its market value.

The Directors believe that the Company’s remuneration policies and structures are appropriate relative to the size of the Company, its business and strategic objectives and market practice.

**The Directors recommend you vote in favour of this resolution.**

### Resolutions 2 and 3 – Election of Directors

Under Article 47(b) of the Company’s Constitution and Listing Rule 14.4, one third of the current Directors (excluding the Managing Director) must retire by rotation at each annual general meeting. Mr Andrew Kemp and Ms Susan Forrester, being determined as the Directors eligible to retire at this annual general meeting and, being eligible, present themselves for re-election.

A summary of each candidate’s experience and qualifications appear below.

**Mr Andrew Peter Somerville Kemp**

Mr Kemp is the managing director of Huntington Group, a Queensland based advisory firm. Mr Kemp has structured and implemented the ASX listing of over 10 companies in addition to other corporate advisory and investment activities.

He holds a Bachelor of Commerce degree from the University of Melbourne and is a chartered accountant.

After working for KPMG and Littlewoods Chartered Accountants in Melbourne and Sydney, Mr Kemp joined AIFC, the merchant banking affiliate of the ANZ Banking Group in Sydney and then opened AIFC’s Queensland office in 1979. He established Huntington Group in 1987.

**Ms Susan Margaret Forrester**  
BA, LLB (Hons) EMBA, FAICD

Ms Forrester is an experienced company director with a diverse portfolio career. She has a significant blend of commercial, financial and legal management experience gained across public and private organisations.

She is currently a Director of Healthdirect Australia Limited, and is the Chairperson of Oncore Group Holdings and Propell National Valuers.

In addition to her Directorships, Ms Forrester leads the Strategy Practice of Board Matters Pty Ltd, where she provides expert advice to listed and unlisted boards on board governance, executive and strategy issues.

She holds a Bachelor of Arts (Japanese), Bachelor of Laws (Honours), an Executive Masters of Business Administration and is a Fellow of the Australian Institute of Company Directors.

**The Directors recommend you vote in favour of the re-election of Andrew Kemp and Susan Forrester.**
4. Resolution 4: Ratification of share issue

On 1 October 2013, the Company undertook a placement of 26 million shares with institutions and professional investors at $3.10 per share to raise $80.6 million for the primary purposes of funding future acquisitions of child care centres.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and shareholders subsequently approve it.

Resolution 4 seeks shareholder approval under ASX Listing Rule 7.4 for the issue of 26 million ordinary shares. The issue of shares was within the 15% limit permitted by ASX Listing Rule 7.1 at the time of issue.

The information required to be provided to members to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. In compliance with the information requirements of Listing Rule 7.5, members are advised of the following particulars in relation to the prior issue:

<table>
<thead>
<tr>
<th>Allottees:</th>
<th>Institutions and professional investors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Number of shares issued:</td>
<td>26 million ordinary shares</td>
</tr>
<tr>
<td>Price at which the shares were issued:</td>
<td>$3.10 per share</td>
</tr>
<tr>
<td>Terms of the Shares:</td>
<td>The shares rank equally in all respects with the existing ordinary shares on issue</td>
</tr>
<tr>
<td>The use of the funds raised:</td>
<td>Future acquisitions</td>
</tr>
<tr>
<td>Voting exclusion statement:</td>
<td>The Company will disregard any votes cast by any party who participated in the issue and any of their associates in respect of Resolution 4.</td>
</tr>
</tbody>
</table>

The Directors recommend you vote in favour of this resolution.
We being a member(s) of G8 Education Limited and entitled to attend and vote hereby appoint

[ ] the Chairperson of the Meeting (mark box)

OR if you are NOT appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Shareholder) you are appointing as your proxy

[ ]

or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11.00am (Brisbane time) on 29 April 2014, at The Southport Yacht Club, Macarthur Parade, Main Beach Gold Coast, Queensland and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 11.00am (Brisbane time) on 27 April 2014. The Chairperson of the Meeting intends to vote undirected proxies in favour of all items of business.

To direct your proxy how to vote on any resolution please insert X in the appropriate box below.

Resolution 1
Remuneration Report

Resolution 2
Re-election of a Director: Andrew Peter Somerville Kemp

Resolution 3
Re-election of a Director: Susan Margaret Forrester

Resolution 4
Ratification of share issue

If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of that meeting.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (individual)

Joint Securityholder 2 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director
This form should be signed by the Securityholder. If a joint holding, both Securityholder should sign. If signed by the Securityholder’s attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company’s constitution and the Corporations Act 2001 (Cth).

IMPORTANT

Please complete this form where indicated (A), (B), & (C) and return to Advanced Share Registry Services:

Postal Address
PO Box 1156
NEDLANDS WA 6909

Facsimile Number
(08) 9389 7871

Address
Advanced Share Registry Services
150 Stirling Highway
NEDLANDS WA 6909

Proxy forms must be received by 11.00am (Brisbane time) on 27 April 2014.

Notes:
(a) Insert name of proxy. The proxy must be a natural person.
(b) A member is entitled to appoint 1 or 2 proxies to attend and vote at the meeting. If you appoint a second proxy you must delete the word “all” and insert the proportion of your voting rights given to the proxy in this form. An additional proxy form for the other proxy will be supplied on request.
(c) If you wish to direct your proxy how to vote, mark For, Against or Abstain for each resolution.
(d) All joint holders of shares must sign this form. A corporation must sign in accordance with its Constitution.
(e) The proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than 11.00am (Brisbane time) on 27 April 2014.