G8 Education Limited

ACN 123 828 553

Notice of Extraordinary General Meeting

Notice is given that the Extraordinary General Meeting of G8 Education Limited (Company) will be held on 29 April 2014 at 12.30 pm (Brisbane time) at The Southport Yacht Club, Macarthur Parade, Main Beach Gold Coast, Queensland.

SPECIAL BUSINESS

Resolution 1: Ratification of Tranche 1

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

“That, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, members ratify and approve the previous issue of 10,869,565 fully paid ordinary shares in the Company to institutions and professional investors to raise $50 million on the terms and conditions set out in the Explanatory Statement.”

Resolution 2: Approval for completion of Tranche 2

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,869,565 fully paid ordinary shares in the Company to institutions and professional investors, on the terms and conditions set out in the Explanatory Statement”.

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
27 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 12:30 pm (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  
(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:

Resolution 1  
Any party who participated in the issue and any of their associates.

Resolution 2  
Any party who may participate, or has agreed to participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed, and any associate of any such person.

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

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice.

Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt how to deal with this document, please consult your legal, financial or other professional advisor.

Glossary

Certain terms and abbreviations used in the Explanatory Statement have defined meanings, which are set out in the Glossary contained in section 5 of this Explanatory Statement.

2. BACKGROUND

On 26 March 2014, G8 Education Limited 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: This tranche has already been completed, and involved the issue of 10,869,565 Shares to institutions and professional investors to raise $50 million (Tranche 1);

(b) Tranche 2: Commitments for this tranche have been received and will be completed following the Meeting (subject to approval of Resolution 2), by way of the issue of 10,869,565 Shares to institutions and professional investors to raise up to a further $50 million (Tranche 2).

The subscription price of the Shares under both Tranche 1 and Tranche 2 is $4.60 per Share.

The Shares forming part of Tranche 1 were subscribed for by institutions and professional investors identified by the Company. The Shares issued under Tranche 1 represent 3.6% of the Company’s total issued Shares at the date of the Notice of Meeting.

The Shares issued under Tranche 1 were issued by the Company within the limit of 15% of its issued capital that the Company may issue in any 12 month period without shareholder approval. If Resolution 1 is approved, the issue of Tranche 1 Shares will be ratified, which ratification will refresh the ability of the Company to issue further Shares up to the 15% limit over the next 12 months without shareholder approval.
If Resolution 2 is approved, the Company will complete Tranche 2 and will raise a further amount of $50 million from the issue of an additional 10,869,565 Shares. If Resolution 2 is approved, the Shares issued under Tranche 2 will not be counted within the limit of 15% of the issued capital of the Company that may be placed by the Company without shareholder approval over the next 12 month period.

3. RESOLUTION 1: RATIFICATION OF TRANCHE 1 OF PLACEMENT

Summary

On 26 March 2014, the Company announced that it had issued 10,869,565 Shares to institutions and professional investors. This issue represents 3.6% of the Company’s issued Shares.

Shareholder ratification

Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue securities if the number of securities issued, when aggregated with the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue of securities made by a listed company without the prior approval of its shareholders may be treated as having been made with shareholder approval if:

(a) at the time the issue took place, it did not breach Listing Rule 7.1; and

(b) the shareholders of the company in general meeting, subsequently ratify the issue of the shares.

Accordingly, as part of Tranche 1 was made in accordance with Listing Rule 7.1, Resolution 1 is proposed for the purpose of ratifying the issue of the Tranche 1 Shares and thereby refreshing the Company’s ability to issue securities up to the 15% limit in any subsequent 12 month period.

Listing Rule 7.5 requires the following information concerning the issue of the Tranche 1 Shares to be included in the Notice of Meeting:

<table>
<thead>
<tr>
<th>Number of shares issued:</th>
<th>10,869,565 ordinary Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Price at which the shares were issued:</td>
<td>$4.60 per Share</td>
</tr>
<tr>
<td>Allottees:</td>
<td>Institutions and professional investors</td>
</tr>
<tr>
<td>Terms of the Shares:</td>
<td>The Shares rank equally in all respects with the existing fully paid ordinary shares on issue</td>
</tr>
<tr>
<td>Intended use of the funds raised:</td>
<td>To fund future acquisitions of childcare and education centres</td>
</tr>
<tr>
<td>Voting exclusion statement:</td>
<td>A voting exclusion statement relating to Resolution 1 is included in the Notice of Meeting.</td>
</tr>
</tbody>
</table>

The directors recommend you vote in favour of this resolution.
4. RESOLUTION 2: APPROVAL FOR COMPLETION OF TRANCHE 2 OF PLACEMENT

Summary

Tranche 2 was conducted at the same time as Tranche 1, and will complete if it is approved by Shareholders at the Meeting. If completed, the Company expects to raise a further $50 million from the issue of 10,869,565 Shares under Tranche 2.

Shareholder approval

Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue securities if the number of securities issued, when aggregated with the number of securities issued by the company during the previous 12 months, exceeds 15% of the number of securities on issue at the commencement of that 12 month period.

If Resolution 2 is approved by Shareholders, the Company will be permitted to issue up to a further 10,869,565 Shares to institutions and professional investors without the issue impacting on the 15% limit under Listing Rule 7.1. If Resolutions 1 and 2 are approved, this will refresh the ability of the Company to issue further Shares up to a limit of 15% of its issued capital in the next 12 month period without shareholder approval.

Listing Rule 7.3 requires the following information concerning the issue of the Tranche 2 Shares to be included in the Notice of Meeting:

| Maximum number of shares to be issued: | 10,869,565 ordinary shares |
| Proposed date of issue: | No Shares will be issued to any person more than three months after the date of the Meeting. |
| Issue price: | $4.60 per Share |
| Proposed allottees: | Institutions and professional investors |
| Terms of issue: | The Shares rank equally in all respects with the existing fully paid ordinary shares on issue |
| The use or intended use of the funds raised: | To fund future acquisitions of childcare and education centres |
| Voting exclusion statement: | A voting exclusion statement relating to Resolution 2 is included in the Notice of Meeting. |

The Directors recommend you vote in favour of this Resolution.
5. **Glossary**

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>ASX</td>
<td>ASX Limited</td>
</tr>
<tr>
<td>Company</td>
<td>G8 Education Limited</td>
</tr>
<tr>
<td>Director</td>
<td>A director of the Company</td>
</tr>
<tr>
<td>Explanatory Statement</td>
<td>The explanatory statement accompanying and forming part of the Notice of Meeting</td>
</tr>
<tr>
<td>Listing Rules</td>
<td>The listing rules of ASX as applicable to the Company from time to time</td>
</tr>
<tr>
<td>Meeting</td>
<td>The general meeting of the Company to be held at the time and place specified in the Notice of Meeting</td>
</tr>
<tr>
<td>Notice of Meeting</td>
<td>The notice of meeting and accompanying Explanatory Statement</td>
</tr>
<tr>
<td>Placement</td>
<td>The placement described in section 2 of the Explanatory Statement</td>
</tr>
<tr>
<td>Proxy Form</td>
<td>The form that accompanies the Notice of Meeting</td>
</tr>
<tr>
<td>Resolutions</td>
<td>The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting</td>
</tr>
<tr>
<td>Share</td>
<td>A fully paid ordinary share in the capital of the Company</td>
</tr>
<tr>
<td>Shareholder</td>
<td>A holder of a Share</td>
</tr>
<tr>
<td>Tranche 1</td>
<td>The issue of 10,869,565 Shares to institutions and professional investors completed by the Company on 25 March 2014</td>
</tr>
<tr>
<td>Tranche 2</td>
<td>The placement of up to a further 10,869,565 Shares to institutions and professional investors following the Meeting subject to approval of Resolution 2</td>
</tr>
</tbody>
</table>
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 Extraordinary General Meeting of the Company to be held at 12.30pm (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 12.30pm (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 ✓ in the appropriate box below.

Resolution 1
Ratification of Tranche 1

Resolution 2
Approval for completion of Tranche 2

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)                      Joint Securityholder 3 (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 Advanced Share Registry Services Advanced Share Registry Services
Address PO Box 1156 150 Stirling Highway
NEDLANDS WA 6909 NEDLANDS WA 6909

Facsimile Number (08) 9389 7871

Proxy forms must be received by **12.30pm (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 12.30pm (Brisbane time) on 27 April 2014.