Please find attached the following offer material for the G8 Education Limited Share Purchase Plan, details of which were announced to the market on 29 September 2010:

- Offer Document; and
- Application Form.

These documents are provided to ASX in accordance with Listing Rule 3.17 for announcement to the market on 30 September 2010. These documents will be provided to eligible G8 Education Limited shareholders.
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 (Share Purchase Plan), enabling you to apply to purchase up to $15,000 worth of G8 Education ordinary shares without brokerage and transaction costs.

G8 Education recently conducted a placement of Shares to professional investors, raising $13.06 million (Placement). This Share Purchase Plan gives you a chance to increase your G8 Education shareholding at the same price as professional investors paid in the Placement, being $0.69 per Share.

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

Funds raised through the Share Purchase Plan and the Placement will give G8 Education the flexibility to finalise announced acquisitions and future acquisitions. You can read more about G8 Education’s activities from the announcements lodged with ASX.

Participation in the Share Purchase Plan is entirely voluntary. If you are an Eligible Shareholder, you may apply to purchase a parcel of up to $15,000 of Shares at $0.69 per Share.

G8 Education reserves its absolute discretion regarding the amount raised under the Share Purchase Plan, 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

Jenny Hutson
Chairperson
G8 Education Limited
INSTRUCTIONS

If you would like to apply to participate in the Share Purchase Plan, 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;

• Ensure that cheques are made payable to “G8 Education Limited - Share Purchase Plan Account“;

• Submit the Application Form together with application monies in the enclosed reply paid envelope to:

  G8 Education Limited
  c/- Advanced Share Registry Services
  150 Stirling Highway
  NEDLANDS, WA 6009

• Ensure that all payments and applications are received no later than 5.30pm (Brisbane time) on 21 October 2010;

• Please note that you will not be able to withdraw or revoke your application once you have submitted it.
IMPORTANT NOTICE

This is an important document offering Eligible Shareholders the opportunity to apply to purchase up to $15,000 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 (08) 9389 8033 (telephone outside Australia +61 08 9389 8033).

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

Key Dates*

<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
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<tbody>
<tr>
<td>28 September 2010</td>
<td>Record Date 7.00pm (Brisbane time)</td>
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<tr>
<td></td>
<td>The date on which G8 Education determines Eligible Shareholders</td>
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<td>4 October 2010</td>
<td>Opening Date</td>
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<td>The date on which the offer opens</td>
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<td>21 October 2010</td>
<td>Closing Date</td>
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<td></td>
<td>The date on which the Share Purchase Plan closes</td>
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<td>Applications must be received by 5.30pm (Brisbane time)</td>
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<tr>
<td>22 October 2010</td>
<td>Allotment Date</td>
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<td>The date on which shares are allotted</td>
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<tr>
<td>26 October 2010</td>
<td>Despatch Date</td>
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<td></td>
<td>The date on which holding statements are sent to Shareholders</td>
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<tr>
<td>26 October 2010</td>
<td>Share Trading Date</td>
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<td>The date on which Shares commence trading on the ASX</td>
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* G8 Education has the discretion to alter these key dates.

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
Registry information line (outside Australia) +61 8 9389 8033
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 $15,000 pursuant to the terms of this Share Purchase Plan.

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

Shareholders will not be issued shares under the Share Purchase Plan where the total issue price exceeds $15,000 in any consecutive 12 month period.

Shares are issued under the Share Purchase Plan at $0.69 per share.

Under the Share Purchase Plan, new shares are to be allotted free of brokerage, commission and stamp duty costs.

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

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

Advanced Share Registry Services
150 Stirling Highway
Nedlands WA 6009

Key Dates*

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<td></td>
<td>Applications must be received by 5.30pm (Brisbane time)</td>
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</table>

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

Operation of the Share Purchase Plan

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

This booklet sets out the general details of the Share Purchase Plan and the Rules regarding the way in which the Share Purchase Plan 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 Share Purchase Plan.

Participating in the Share Purchase Plan

Participation in the Share Purchase Plan is entirely at each Shareholder’s option.

Before deciding on whether or not to participate in the Share Purchase Plan, 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 Share Purchase Plan

The Application Form sent with this booklet must be completed and lodged with the Share Registry (as designated on the Application Form) together with cheque in payment of the total subscription price. The total subscription price is calculated with reference to the number of Shares to be applied for multiplied by the applicable Issue Price per Share specified on the Application Form. The Application Form sets out the details of the Share Purchase Plan and the dates on which the Shares are allotted, the price at which they are issued and the method of payment.
HIGHLIGHTS OF THE SHARE PURCHASE PLAN

Form properly completed, with a cheque in payment of the total amount, must be received by the Share Registry not later than 5.30 pm (Brisbane time) on the date nominated on the Application Form for closing of the offer period.

Risks
You 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 Share Purchase Plan are offered and the actual date when Shares are issued. The issue price of Shares to be subscribed for under the Share Purchase Plan 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 Share Purchase Plan, then you may be financially disadvantaged as a consequence.

You have the option of choosing not to participate in the Share Purchase Plan.

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 Share Purchase Plan. Application Forms received after closure of the offer period as indicated on the Application Form will not be accepted.

Ranking for Dividend
Shares issued under the Share Purchase Plan 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.

Issue Price of the New Shares
Shares will be issued under the Share Purchase Plan at $0.69 per share.

Period of the offer
The offer will open on 4 October 2010 and close on 21 October 2010.

Cost of Participating in the Share Purchase Plan
No brokerage, commission or stamp duty will be payable by shareholders on Shares issued under the Share Purchase Plan, but Shareholders must pay for the Shares, through payment by cheque or other means of remittance at the time of making an application. The Company will meet the administrative costs associated with the Share Purchase Plan.

Sale of Shares
Shares issued under the Share Purchase Plan may be sold or transferred at any time.

ASX Listing
The Company will apply for ASX quotation of all Shares issued under the Share Purchase Plan 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 Share Purchase Plan 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 Share Purchase Plan.

Variation, suspension and termination of the Share Purchase Plan
The Share Purchase Plan 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 Share Purchase Plan.
RULES OF THE COMPANY SHARE PURCHASE PLAN

1. PARTICIPATION IN THE SHARE PURCHASE PLAN

1.1 Participation in the Share Purchase Plan is subject to these Rules.

1.2 Offers made under the Share Purchase Plan are made under these Rules to all Eligible Shareholders on a non-renounceable basis.

1.3 The Share Purchase Plan is open to Eligible Shareholders, being Shareholders who:

(a) are registered as the holders of G8 Education Shares on the Record Date; and

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

1.4 The Board may refuse to accept any Shareholder for participation in the Share Purchase Plan or suspend or withdraw his or her participation in the Share Purchase Plan if that participation might:

(a) prejudice the effective operation of the Share Purchase Plan; 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 Share Purchase Plan if it has reason to believe that the Participant concerned may not be acting in good faith.

1.5 It is the responsibility of each Shareholder to obtain any necessary approvals to enable that Shareholder to participate in the Share Purchase Plan.

1.6 The Directors are entitled (not obliged) to refuse a Shareholder participation in the Share Purchase Plan 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 Share Purchase Plan to that Shareholder or another person.

2. DEFINITIONS AND INTERPRETATIONS

2.1 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;

‘Eligible Shareholder’ means a Shareholder who complies with Rule 1.3;

‘Issue Price’ means $0.69;

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

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

‘Record Date’ means 28 September 2010;

‘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 Share Purchase Plan;

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

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

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

‘Shareholder’ means a holder of Shares;
RULES OF THE COMPANY SHARE PURCHASE PLAN

‘Share Purchase Plan’ means this Share Purchase Plan.

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

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

3. APPLICATION TO PARTICIPATE

3.1 A Shareholder may apply to the Company to participate in the Share Purchase Plan by completing and signing an Application Form and returning it to the Share Registry.

3.2 Participation in the Share Purchase Plan is optional.

3.3 Participation in the Share Purchase Plan may be full or partial.

3.4 A Shareholder must specify on the Application Form the degree of participation by specifying the number of Shares to be applied for under the Share Purchase Plan.

4. OPERATION OF THE SHARE PURCHASE PLAN

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

4.2 Any application made pursuant to sub-clause 4.2 shall specify the number of Shares applied for (being not less than $1,725 or more than $15,000 in value at the Issue Price) and be accompanied by a cheque for the appropriate amount.

4.3 Shares issued under the Share Purchase Plan will be issued at $0.69 and credited as fully paid.

5. CERTIFICATION

5.1 If a Shareholder elects to participate in the Share Purchase Plan by submitting an Application Form:

(a) they confirm, in relation to all Shares applied for by him or her under the Share Purchase Plan, 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 Share Purchase Plan;

(c) they confirm that they are an Eligible Shareholder;

(d) they certify that they have not applied for more than $15,000 of Shares under the Share Purchase Plan and any similar arrangement in the 12 months prior to this application, even though they may have received more than one offer under the Share Purchase Plan or received offers in more than one capacity under the Share Purchase Plan;

(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 Application Form once they have sent it in;

(g) they authorise G8 Education (and its officers or agents) to correct any error or omission in their Application Form and to complete the Application Form by the insertion of any missing details;

(h) they acknowledge that G8 Education may at any time determine that their Application Form 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 G8 Education may incur in presenting a cheque for payment which is dishonoured;
RULES OF THE COMPANY SHARE PURCHASE PLAN

(j) they acknowledge that neither G8 Education nor it’s 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 G8 Education 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 Share Purchase Plan.

6. SHARES ISSUED UNDER THE SHARE PURCHASE PLAN

6.1 Shares issued under the Share Purchase Plan will rank equally in all respects with existing Shares.

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

6.3 The Company will promptly, following the allotment and issue of Shares under the Share Purchase Plan:

(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 Share Purchase Plan.

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. ROUNDDING OF SHARES

8.1 If a Shareholder applies for Shares under the Share Purchase Plan, 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 the parcel of Shares they have applied and paid for by the Issue Price; or

(b) if there is a Scaleback applied to their allotment, the scaled back amount of their parcel 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 G8 Education reserves absolute discretion regarding the amount raised under the Share Purchase Plan, 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.
RULES OF THE COMPANY SHARE PURCHASE PLAN

10. NON-PARTICIPATION
 Participation in the Share Purchase Plan is voluntary. It shall be a matter for each Shareholder to determine whether or not they make an application for Shares under the Share Purchase Plan.

11. APPLICATIONS AND NOTICES
  11.1 Applications and notices for the purposes of the Share Purchase Plan 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 Share Purchase Plan 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 Form which does not satisfy the provisions of clause 8.1; and
    (b) to reject and treat as invalid an Application Form where the Directors have determined acceptance of the Application Form would or might prejudice the effective operation of the Share Purchase Plan or would or might otherwise be contrary to the laws of any country.

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

12. BOARD’S POWERS IN RELATION TO THE ADMINISTRATION, VARIATION, SUSPENSION OR TERMINATION OF THE SHARE PURCHASE PLAN
  12.1 The Share Purchase Plan will be administered by the Directors who have the power to:
    (a) determine appropriate procedures for administration and implementation of the Share Purchase Plan consistent with the Share Purchase Plan Rules and to settle any difficulty which may arise generally or in a particular case, in regard to the Share Purchase Plan 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 Share Purchase Plan; 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 Share Purchase Plan, but not including any powers under clause 9.4.

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 Share Purchase Plan.

12.3 The Board may vary administrative procedures to be followed in respect of the implementation of the Share Purchase Plan. 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 Share Purchase Plan;
   (b) suspend the operation of the Share Purchase Plan from time to time for any period; or
   (c) terminate the Share Purchase Plan 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 Share Purchase Plan.

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

15. UNDERWRITING
The Share Purchase Plan will not be underwritten.
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 30 September 2010, G8 Education is offering eligible shareholders the opportunity to purchase fully paid ordinary shares in G8 Education up to a maximum value of $15,000 per eligible shareholder, subject to a minimum application of $1,725. 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 offer 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 subscribe for G8 Education Shares on the terms of the Share Purchase Plan. In addition, by submitting the Application form (together with a cheque) you certify that the aggregate of the application price paid by you for:

• the G8 Education Shares the subject of the Application form; 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 $15,000.

METHOD OF ACCEPTANCE

You can apply for shares and make your payment using the payment option detailed on the back of this Application form.

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.

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

Please see overleaf for Payment Option

**I/We wish to purchase:**

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<tr>
<td>$1,725* of G8 Education Shares (2,500 Shares)</td>
<td>$3,450* of G8 Education Shares (5,000 Shares)</td>
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<tr>
<td>$6,900* of G8 Education Shares (10,000 Shares)</td>
<td>$8,625* of G8 Education Shares (12,500 Shares)</td>
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<td>$12,075* of G8 Education Shares (17,500 Shares)</td>
<td>$13,800* of G8 Education Shares (20,000 Shares)</td>
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<tr>
<td>$14,999.91* of G8 Education Shares (21,739 Shares)</td>
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*These share amounts may be subject to scale-back 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

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<th>Drawer</th>
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<th>BSB number</th>
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Make your cheque or bank draft 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 (      )
How to accept the Share Purchase Plan

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 "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act") ("U.S. 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 U.S. person.

Payment Details

You can apply for shares by using the payment option detailed below.

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

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 in the envelope provided.

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 re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application form where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

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 5.30pm (AEST) on 21 October 2010. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. New Zealand holders will need to affix the appropriate postage. Return the Application form with your cheque.

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

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.

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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