SHARE PURCHASE PLAN

G8 EDUCATION LIMITED
ACN 123 828 553

Please find attached the following offer material for the G8 Education Limited Share Purchase Plan, details of which were announced to the market on 3 October 2012:

- 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>
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<tr>
<th>Date</th>
<th>Event</th>
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<tbody>
<tr>
<td>2 October 2012</td>
<td><strong>Record Date 7.00pm (Brisbane time)</strong>&lt;br&gt;The date on which G8 Education determines Eligible Shareholders</td>
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<tr>
<td>15 October 2012</td>
<td><strong>Opening Date</strong>&lt;br&gt;The date on which the SPP opens</td>
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<tr>
<td>12 November 2012</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>
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<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>
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<td><strong>Despatch Date</strong>&lt;br&gt;The date on which holding statements are sent to Shareholders</td>
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* G8 Education has the discretion to alter these key dates.

KEY OFFER DETAILS

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<td></td>
<td>Issue price</td>
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<tr>
<td></td>
<td>$1.15 per share</td>
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<tr>
<td></td>
<td>Minimum application amount</td>
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<td></td>
<td>$2,498.95 (2,173 Shares)</td>
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<td>$14,999.45 (13,043 shares)</td>
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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 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
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 (SPP), 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 $35.4 million (Placement). This SPP gives you a chance to increase your G8 Education shareholding at a price which is the same price as professional investors paid in the Placement, being $1.15 per Share. This represents an 11.87% discount to the volume weighted average price of Shares traded during the five trading days immediately prior to the offer.

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 continue to expand G8 Education’s business operations, finalise a number of acquisitions currently on foot, and provide flexibility to continue to take advantage of current and future business opportunities. You can read more about G8 Education’s activities from the 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 $2,498.95 and $14,999.45 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;

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

• 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 12 November 2012;

• 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 $15,000 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 $1.15 per Share. This represents an 11.87% discount to the volume weighted average price of Shares traded during the five trading days immediately prior to the offer.

Shareholders will not be issued Shares under the SPP where the total Issue Price exceeds $15,000 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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*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

The Application Form sent with this notice must be completed and lodged with the Share Registry (as designated on the Application Form) together with a 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 properly completed, with a cheque in payment of the total amount, must be received by the Share Registry not later than 5.30pm on 12 November 2012.

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 $1.15 per Share. This represents an 11.87 % discount to the volume weighted average price of Shares traded during the five trading days immediately prior to the offer.

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 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.

You 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 15 October 2012 and close on 12 November 2012.

**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 $1.15 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 2 October 2012;

‘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:
3. APPLICATION TO PARTICIPATE

3.1 A Shareholder may apply to the Company to participate in the SPP by 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 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.

4. OPERATION OF THE SPP

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 4.1 shall specify the number of Shares applied for (being not less than $2,498.95 or more than $15,000 in value at the Issue Price) using one of the share parcels specified on the Application Form, 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:

(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 $A15,000 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
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 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 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 $15,000 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; and

(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 $15,000;

(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. ROUNDDING 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 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 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 Registrar.
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 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 SPP 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. 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 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 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.
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 3 October 2012, 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 $2,498.95. 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 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

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I/We wish to purchase:

☐ $2,498.95* of G8 Education Shares (2,173 Shares) OR ☐ $4,999.05* of G8 Education Shares (4,347 Shares)

☐ $9,999.25* of G8 Education Shares (8,695 Shares) OR ☐ $14,999.45* of G8 Education Shares (13,043 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

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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>
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</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:
|------------------|---------------------------------|

( )
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.

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 to the address below.

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.

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 5.30 pm (AEST) on 12 November 2012. 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.

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