9 September 2010

Dear Shareholder

RE: AMENDED NOTICE OF EXTRAORDINARY GENERAL MEETING

I am pleased to invite you to an Extraordinary General Meeting of G8 Education Limited to be held on 30 September 2010 at 11.00am at The Compass Room, Southport Yacht Club, Macarthur Parade, Main Beach Gold Coast, Queensland.

I enclose an amended Notice of Meeting, Explanatory Statement and Proxy Form. Resolution 2 and resolution 3 have been amended to reflect that a number of shares have now been issued and that ratification of the share issues in accordance with Chapter 7 of the ASX listing rules is sought.

Items of business at the Meeting

The Notice of Meeting (including the Explanatory Statement) sets out the items of business for the Meeting. Please take the time to carefully read the whole document.

Voting on items of business at the Meeting

If you would like to vote on the items of business outlined in the Notice of Meeting, you may attend the Meeting or appoint a proxy to vote for you at the Meeting. If appointing a proxy, the enclosed Proxy Form should be completed and returned (see Proxy Form for details) as soon as possible and in any event no later than 11.00 am (EST) on 28 September 2010.

If you have any queries in relation to the Meeting, please contact Mr Garry Edwards on 5581 5300.

Kind regards

Jenny Hutson
Chairperson
G8 Education
G8 Education Limited

ACN 123 828 553

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of G8 Education Limited (Company) will be held on Thursday 30 September 2010 at 11.00 am at The Compass Room, Southport Yacht Club, Macarthur Parade, Main Beach Gold Coast, Queensland.

SPECIAL BUSINESS

Resolution 1: Proposed issue of securities as announced on 28 June 2010 and updated on 18 August 2010

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

“That for the purposes of Listing Rules 7.1 and 7.4, members approve and ratify the issue of 3,555,426 ordinary shares at 55 cents per share as partial consideration for the acquisition of nine childcare centres, as set out in the Explanatory Statement”.

Resolution 2: Proposed issue of securities as announced on 27 July 2010 and updated on 18 August 2010

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

“That for the purposes of Listing Rule 7.1 and 7.4, members approve and ratify the issue of 2,805,493 ordinary shares at 60 cents per share as partial consideration for the acquisition of two childcare centres, as set out in the Explanatory Statement”.

Resolution 3: Proposed issue of securities as announced on 2 August 2010 and updated on 18 August 2010

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

“That for the purposes of Listing Rule 7.1, members approve the issue of 12,000,000 ordinary shares at 60 cents per share as partial consideration for the acquisition of 30 childcare centres, as 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

Garry M Edwards

Company Secretary

9 September 2010
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 28 September 2010 at 7:00 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 at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

Registered Office
G8 Education Limited
Suite 27
Pegasus Centre
42 - 46 Bundall Road
BUNDALL QLD 4217

Facsimile Number
(07) 5581 5311

Postal Address
G8 Education Limited
P.O. Box 7092
G.C.M.C. QLD 9726

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, 2 and 3 – the Company will disregard any votes by any of the vendors of the child care centres who receive shares pursuant to the proposed transaction and their associates;

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

The resolutions are proposed in relation to the issue of securities. These issues relate to Acquisitions 1, 2, and 3 as set out in the ASX Announcement of 18 August 2010, a copy of which is set out in Annexure A to this notice.

SPECIAL BUSINESS

1. Resolution 1: Proposed issue of securities as announced on 28 June 2010 and updated on 18 August 2010

On 28 June 2010, the Company announced a proposal to acquire 10 childcare centres. The number of centres was then reduced to 9 child care centres during the due diligence period, so that the centres now include:

- 4 centres located in South Australia;
- 1 centre located in Victoria;
- 4 centres located in Queensland.

A legally binding Heads of Agreement has been signed with the vendors. The Heads of Agreement is subject to due diligence and National Australia Bank consent. The due diligence condition has been satisfied. Settlement is anticipated to occur by 30 November 2010. However, this date is subject to adjustment by agreement.

The acquisition will result in the expansion of the Company as a leading childcare provider and educator.

The Company seeks members’ approval and ratification of the issue of shares as follows:

<table>
<thead>
<tr>
<th>Proposed allottee:</th>
<th>The vendors of the child care centres which are the subject of the Heads of Agreement with the Company dated 28 June 2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maximum number of shares to be issued:</td>
<td>3,555,426 ordinary shares</td>
</tr>
<tr>
<td>Proposed date of issue:</td>
<td>2,000,000 were issued on 10 September 2010. The balance 1,555,426 will be issued within three months of the date of the meeting approving the issue of shares</td>
</tr>
<tr>
<td>Issue price:</td>
<td>55 cents per share</td>
</tr>
<tr>
<td>Terms of issue:</td>
<td>The shares will rank equally in all respects with the existing ordinary Shares on issue.</td>
</tr>
<tr>
<td>The use or intended use of the funds raised:</td>
<td>Partial consideration for the acquisition of the nine child care centres</td>
</tr>
<tr>
<td>Voting exclusion statement:</td>
<td>The Company will disregard any votes cast on this resolution by any of the vendors of the child care centres who receive shares pursuant to the proposed transaction and any of their associates.</td>
</tr>
</tbody>
</table>

The directors recommend you vote in favour of this resolution.
2. Resolution 2: Proposed issue of securities as announced on 27 July 2010 and updated on 18 August 2010

On 27 July 2010, the Company announced a proposal to acquire 2 childcare centres located in Sydney, New South Wales.

A legally binding Heads of Agreement has been signed with the vendors. The Heads of Agreement was subject to due diligence and National Australia Bank consent. The conditions have been satisfied. Settlement occurred on 8 September 2010 and 2,805,493 ordinary shares were issued on the following basis.

The Company seeks members’ approval and ratification of the issue of shares as follows:

<table>
<thead>
<tr>
<th>Proposed allottee:</th>
<th>The vendors of the child care centres which are the subject of the Heads of Agreement with the Company dated 27 July 2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maximum number of shares to be issued:</td>
<td>2,805,493 ordinary shares</td>
</tr>
<tr>
<td>Date of issue:</td>
<td>8 September 2010</td>
</tr>
<tr>
<td>Issue price:</td>
<td>60 cents per share</td>
</tr>
<tr>
<td>Terms of issue:</td>
<td>The shares will rank equally in all respects with the existing ordinary Shares on issue.</td>
</tr>
<tr>
<td>The use or intended use of the funds raised:</td>
<td>Partial consideration for the acquisition of the two child care centres</td>
</tr>
<tr>
<td>Voting exclusion statement:</td>
<td>The Company will disregard any votes cast on this resolution by any of the vendors of the child care centres who receive shares pursuant to the proposed transaction and any of their associates.</td>
</tr>
</tbody>
</table>

The directors recommend you vote in favour of this resolution.


On 2 August 2010, the Company announced a proposal to acquire 20 childcare centres. During the due diligence period, the key terms of the transaction were renegotiated and on 18 August 2010 the Company announced that the acquisition will proceed as an acquisition of the entity which currently owns the child care businesses. The number of centres being acquired will total 30, being:

- 22 centres located in New South Wales; and
- 8 centres located in Queensland.

A legally binding Heads of Agreement has been signed with the vendors. The Heads of Agreement is subject to due diligence and National Australia Bank consent. Settlement is anticipated to occur by 30 November 2010. However, this date is subject to adjustment by agreement.
The Company seeks members’ approval for the issue of shares as follows:

<table>
<thead>
<tr>
<th>Proposed allottee:</th>
<th>The securityholders of the entity which owns the child care centres which are the subject of the Heads of Agreement with the Company dated 4 August 2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maximum number of shares to be issued:</td>
<td>12,000,000 ordinary shares</td>
</tr>
<tr>
<td>Proposed date of issue:</td>
<td>Within three months of the date of the meeting approving the issue of shares</td>
</tr>
<tr>
<td>Issue price:</td>
<td>60 cents per share</td>
</tr>
<tr>
<td>Terms of issue:</td>
<td>The shares will rank equally in all respects with the existing ordinary Shares on issue.</td>
</tr>
<tr>
<td>The use or intended use of the funds raised:</td>
<td>Partial consideration for the acquisition of the entity which owns the thirty child care centres</td>
</tr>
<tr>
<td>Voting exclusion statement:</td>
<td>The Company will disregard any votes cast on this resolution by any of the vendors of the entity which owns the child care centres who receive shares pursuant to the proposed transaction and any of their associates.</td>
</tr>
</tbody>
</table>

The directors recommend you vote in favour of this resolution.
Annexure A

ASX Announcement 18 August 2010

18 August 2010

Acquisition Update

Queensland based listed child care operator G8 Education Limited (ASX: GEM) is pleased to announce by way of update that each of the transactions previously announced are now unconditional as regards due diligence.

### 2010 acquisition announcement summary:

<table>
<thead>
<tr>
<th>State</th>
<th>Acquisition 1 announced 1 April 2010</th>
<th>Acquisition 2 announced 28 June 2010</th>
<th>Acquisition 3 announced 27 July 2010</th>
<th>Acquisition 4 announced 2 August 2010</th>
</tr>
</thead>
<tbody>
<tr>
<td>Queensland</td>
<td>1</td>
<td>4</td>
<td>-</td>
<td>5</td>
</tr>
<tr>
<td>New South Wales</td>
<td>1</td>
<td>-</td>
<td>2</td>
<td>15</td>
</tr>
<tr>
<td>Victoria</td>
<td>2</td>
<td>1</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Australian Capital Territory</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>South Australia</td>
<td>6</td>
<td>4</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Total Centres as announced</td>
<td>10</td>
<td>10</td>
<td>2</td>
<td>20</td>
</tr>
<tr>
<td>Total Centres to actually be acquired</td>
<td>10</td>
<td>9</td>
<td>2</td>
<td>30</td>
</tr>
</tbody>
</table>

**Acquisition 1 (as announced to the ASX 1 April 2010)** has bank approval and will complete shortly.

**Acquisition 2 (as announced to the ASX on 28 June 2010)** has been reduced from 10 centres to 9 centres. G8 Education will now acquire 4 centres located in Queensland, 1 centre located in Victoria and 4 centres located in South Australia. This transaction is ready to complete subject only to bank consent. The consideration will be the issue of 3,555,426 G8 Education shares as originally announced, plus a cash payment. The maximum cash payment has been reduced from $1,303,656 to $287,217.

**Acquisition 3 (as announced to the ASX on 27 July 2010)** is ready to complete, subject only to the bank consent.

**Acquisition 4 (as announced to the ASX on 2 August 2010)** is unconditional as regards due diligence. During the due diligence period, the key terms of the transaction were renegotiated so that the acquisition will proceed as an acquisition of the entity which currently owns the child care businesses. The number of centres being acquired will now total 30, with 8 centres located in Queensland and 22 centres located in New South Wales.

The acquisition of the additional 30 centres now will occur through the issue of 12 million shares at $0.60 in G8 Education at financial close and a further 12 million shares at $0.60 in G8 Education on 31 January 2012, subject to the centre based EBIT target being achieved in the 2011 calendar year. The transaction also involves the assumption of debt of $7.9 million.

The issue of the additional shares in January 2012 is conditional upon EBIT targets being achieved.
Chairperson Jenny Hutson said ‘G8 Education anticipates that the acquisition of the additional 30 centres will contribute $5.5 million in EBIT to the Group during the 2011 calendar year. The acquisition of these additional centres will provide G8 Education Limited the opportunity to increase its presence in Queensland and New South Wales, and further leverage the expertise of the head office team in a way that is earnings per share accretive. These acquisitions will see G8 Education’s portfolio of child care centres total 140.”

ENDS
Jenny Hutson
Chairperson
P: 07 3009 9800
E: jhutson@wellcap.com.au
I/We being a member(s) of G8 Education Limited and entitled to attend and vote hereby appoint

A. 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 General Meeting of the Company to be held at 11.00am on Thursday 30 September 2010, at The Compass Room, 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 on 28 September 2010. The Chairperson of the Meeting intends to vote undirected proxies in favour of all items of business.

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

Resolution 1
Issue of 3,555,426 ordinary shares

Resolution 2
Issue of 2,805,493 ordinary shares

Resolution 3
Issue of 12,000,000 ordinary shares

- 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.

C. SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (individual) Joint Securityholder 2 (Individual) Joint Securityholder 3 (Individual)

Director/Company Secretary (Delete one) Sole Director and Sole Company Secretary

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 (Cwlth).
IMPORTANT

Please complete this form where indicated (a), (b), & (c) and return to the Company Secretary, at the registered office or forward to P.O. Box 7092, Gold Coast Mail Centre, Queensland 9726, Australia. Proxy forms must be received not less than 48 hours before the time for holding the meeting.

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.

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 Tuesday, 28 September 2010 at 11.00 am (Queensland time).