



G8 Education Limited

ABN 95 123 828 553

Directors' and KMP Shareholdings Policy



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1 Purpose

The purpose of this policy is to:

- Strengthen the alignment between the interests of Company Directors and KMP and the interests of shareholders; and
 - Encourage focus on building long term shareholder value,
- by encouraging the Non-Executive Directors (NEDs) and KMP to build a minimum shareholding in the Company and maintain it during their tenure.

2 Policy

NEDs and KMP are encouraged to acquire and hold a minimum shareholding in the Company approximately equivalent to;

- 1 times the annual NED and KMP base fee or salary

(Relates to the base fee or salary, excluding Committee fees, and before tax and superannuation contributions.)

NEDs and KMP are encouraged to acquire Shares within twelve months from appointment and reach the minimum shareholding within 5 years of appointment. Although Shares must not be acquired if to do so would risk breaching insider trading laws or Company's Securities Trading Policy, in which case a longer timeframe will apply.

For new appointees, NEDs and KMP may start to acquire Shares during the period they are an Observer prior to receiving all necessary regulatory approvals. For NEDs this will allow the Observer to acquire Shares before commencing, and before the Appendix 3X (Initial Director's Interest Notice) is required to be lodged with the ASX.

3 NED and KMP Responsibilities

When acquiring Company shares, NEDs and KMP must adhere to the insider trading laws and Company's Securities Trading Policy. In particular, NEDs and KMP must not trade while in possession of price sensitive information, or during Blackout Periods (although an exemption to trade during a Blackout Period may be granted in exceptional circumstances).

In accordance with ASX Listing Rules, all changes to Directors' Interests in Company securities must be notified to the ASX within 5 business days after the change occurs.

Accordingly, all NEDs and KMP's must promptly notify the Company Secretary of any changes.

4 Review of Policy

Unless the Board determines otherwise, this policy will be reviewed every two years after its adoption by the Board or its delegated committee.

Review Date	April 2018
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