

G8 Education Limited

ABN: 95 123 828 553

Continuous Disclosure and Shareholder
Communication Policy

1. Introduction

The purpose of this Continuous Disclosure and Shareholder Communications Policy (“**Policy**”) is to ensure that G8 Education Limited (“**G8**” or “**Company**”), complies with its continuous disclosure obligations under the Corporations Act and the Australian Stock Exchange (“**ASX**”) Listing Rules and that shareholders and other stakeholders are provided with information necessary to assess the performance of the Company.

This is achieved, in part, by ensuring that:

- a. The market is provided with timely and equal access to information known to G8 which is likely to impact upon its share price;
- b. G8, through adherence to and regular review of this Policy, seeks to achieve and exceed best practice;
- c. The Australian Securities and Investments Commission’s (“**ASIC**”) best practice guidance principles and the ASX guidance note “Continuous Disclosure: Listing Rule 3.1” are appropriately incorporated into G8’s Policy; and
- d. Personnel with key roles under this Policy are educated in their obligations and responsibilities under the Policy.

2. Who does this Policy apply to

This Policy applies to all of G8’s Directors, employees, contractors, consultants or other service providers who are under a relevant contractual obligation (together, “**Personnel**”).

3. Guiding principle

The continuous disclosure requirements within the ASX Listing Rules are founded in Listing Rules 3.1.

ASX Listing Rule 3.1 requires that, once G8 is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of its securities (“**material information**”), it must immediately tell the ASX that information.

4. What information must be disclosed?

G8 must disclose material information, being information that:

- a reasonable person would expect to have a material effect on the price or value of the entity’s securities; or
- would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell securities.

‘Materiality’ is a question of fact requiring consideration of the circumstances surrounding the information and G8 at that point in time, all relevant background information, including past announcements that have been made by G8 and other generally available information. The ASX will give weight to judgments that are logically and honestly made.

Annexed to this policy is a list of example situations that may give rise to an obligation to make disclosure to the market.

Source of information

Material information must be relevant to G8, but this does not limit the information to information from any one source. Information may come from other sources (for example, a joint venture partner or an unlisted subsidiary in which G8 has an interest; or the decision of a government body) where that information has a material impact on G8.

When does G8 'become aware of' information?

G8 is considered to be 'aware of' information if a director or executive officer has, or should have, come into possession of the information in the course of the performance of their duties. A director or executive officer may be deemed as having knowledge of any information that is known to employees of G8, which is why G8's employees have reporting obligations under this Policy.

Once a director or executive officer 'becomes aware of' information, he or she must immediately consider whether that information should be given to the ASX.

Information that does **not** need to be disclosed

Disclosure to the ASX is not required where each of the following conditions are and remain satisfied:

- a. the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- b. the information falls within specified exceptions in the ASX Listing Rules, being:
 - o it would be a breach of a law to disclose the information;
 - o the information concerns an incomplete proposal or negotiation;
 - o the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - o the information is generated for the internal management purposes of G8; or
 - o the information is a trade secret; and
- c. a reasonable person would not expect the information to be disclosed.

As soon as any of these three conditions is no longer satisfied, G8 must comply with its continuous disclosure obligations (which may mean that G8 is required to make an immediate announcement).

Regarding the first condition (a), if the ASX forms the view that the information has ceased to be confidential, then such information will no longer be regarded as confidential and must be released to the market. The ASX will generally hold this view where there is a rumour circulating or there is a media or analyst report about the information and the rumour or comment is reasonably specific and reasonably accurate. This highlights the importance of maintaining confidentiality of material information.

5. When must material information be disclosed?

'Immediate' disclosure under ASX Listing Rule 3.1 requires disclosure to be made 'promptly and without delay'. Although the length of time required to make an announcement will depend on the circumstances, the information must be disclosed to the ASX as quickly as practicable in the circumstances and must not be deferred, postponed or put off to a later time.

6. Obligations and Responsibilities

Roles

This Policy imposes upon the Company Secretary and Managing Director the responsibility for determining what information is to be disclosed. Where there is doubt as to the obligation to disclose the information, the Company Secretary and the Managing Director must consult Board members and senior executives and, if necessary, obtain external advice.

Note that the continuous disclosure obligations are not suspended merely because legal or accounting advice is being obtained prior to disclosure.

Responsibility for compliance with the continuous disclosure obligations and this Policy falls on all employees of G8. However, the responsibilities vary depending upon the person's role within G8. The following personnel have key responsibilities with respect to disclosure as summarised below:

- **Board of Directors** – it is the Board's role to take responsibility for the maintenance and review of this Policy and, where applicable, the signing off on significant ASX announcements.
- **Company Secretary/Managing Director** – responsible for administering this Policy and communicating with the ASX.
- **Authorised Spokespersons** – communicating publicly with third parties on behalf of G8.
- **All Employees** – obligation to report to the Company Secretary and/or Managing Director any information of which he or she gains knowledge which has the potential to amount to materially price sensitive information and therefore be required to be disclosed. This obligation extends to the reporting of leaks or inadvertent disclosures of information that come to the employee's attention.

7. Procedure for reporting information

All Personnel

All Personnel (not just directors and senior executives) must immediately notify the Company Secretary and/or Managing Director immediately upon becoming aware of any material information (or information that is potentially material).

Personnel should report material information by emailing the Company Secretary and Managing Director, marked as high priority. Where the information comes first to the knowledge of the Company Secretary and/or Managing Director, no email is required. All potentially material information must be reported. Whether or not it is actually material or whether an exemption applies is a question for the Company Secretary and Managing Director.

Company Secretary & Managing Director

Upon receipt of any potentially material information, the Company Secretary and Managing Director must:

- review the information;
- conduct further inquiries if required;
- determine in consultation with other G8 officers, executives and other senior employees, whether the information has to be disclosed to the ASX, or whether a trading halt is necessary and should be sought from the ASX; and
- prepare and co-ordinate the disclosure of the information should it be determined as being materially price sensitive.

No person may communicate with the ASX or any other party about price sensitive information except the Company Secretary and the Managing Director.

Additional duties of Company Secretary

In addition to the above responsibilities, the Company Secretary is also responsible for:

- ensuring G8 complies with this Policy;
- reporting regularly to the Board of Directors regarding continuous disclosure issues;
- keeping a record of all ASX and other announcements that G8 has made;
- monitoring the application of this Policy including ensuring that all Personnel understand the general principles of continuous disclosure and its importance, including the underlying principles behind the

need for continuous disclosure, and, where necessary, arranging appropriate training and education sessions.

8. How should material information be disclosed?

Where disclosure is required, the information must be given to the ASX (and an acknowledgment that the ASX has released the information to the market must be received) before the information can be given to any other person (including the media or any analysts) or released on G8's website. The Company Secretary will confirm receipt of that acknowledgment.

Reporting to ASX

If the Company Secretary and Managing Director form the opinion that the material information must be disclosed in accordance with this Policy, the Company Secretary must prepare a draft announcement for lodgment with the ASX. The announcement must be factual, relevant and expressed clearly, objectively and unemotionally.

The Company Secretary must disseminate the draft announcement to the Board of Directors for comment then lodge the announcement electronically with the ASX as soon as possible.

Timing

Continuous disclosure issues are time critical. Therefore, if there is likely to be any significant delays in the investigation of potential price sensitive information or the preparation and lodgment of announcements to the ASX, the Board of Directors should consider whether a trading halt or suspension is warranted.

Reporting to Third Parties

G8 must not disclose to third parties any information released to the ASX in a formal announcement until the Company has received confirmation from the ASX of the release of that announcement.

As soon as practicable after receipt of confirmation from the ASX but in any event no later than 24 hours after receipt of confirmation, the Company Secretary must arrange for the announcement to be published on G8's website in a manner whereby the nature of the information is clear to its reader and the information is published in an area that is not associated with the Company's promotional or product material.

In addition to posting the information on the Company website, the Company Secretary must ensure that the announcement is disseminated to major stakeholders and interested parties. This can be done via e-mail or if appropriate, a media release. The emphasis on this further release should at all times be equity of access to the information and dissemination of the information across the broadest spectrum of the market.

9. Other communications

Reporting to shareholders

Apart from adhering to this policy regarding continuous disclosure and maintaining a comprehensive up-to-date website which shareholders may access, G8 will ensure that:

- meetings of shareholders are convened at times and places which give shareholders adequate opportunity to attend those meetings;
- documents sent to shareholders regarding matters for consideration at shareholder meetings shall be presented in the clearest possible manner to enable informed consideration; and
- shareholders requiring clarification of any announcements made or documents sent to shareholders shall be afforded reasonable access to senior management and/or directors as appropriate to obtain such clarification.

Authorised spokesperson

No employee of G8 is authorised to discuss the Company's business operations or any price sensitive information with third parties and therefore such action is strictly prohibited.

Only the Managing Director, Chairman, Chief Financial Officer, Company Secretary or other persons authorised by the Board of Directors are permitted to speak with third parties in accordance with this Policy.

When discussing G8 with third parties the authorised spokesperson:

- Must limit comments to information that is already within the public domain and must not disclose material price sensitive information which has not previously been released;
- Must advise and consult with the Company Secretary about the nature of the information that the spokesperson intends to discuss with the third party;
- Should limit discussions to areas of the spokesperson's expertise wherever possible; and
- Should report to the Company Secretary after the discussions.

Trading halts

To facilitate an orderly, fair and informed market, it may be necessary to request a trading halt from a stock exchange.

No Personnel will seek a trading halt except as follows:

- with the approval of the Chairman or such members of the Board who are available within the required timeframe; or
- with the approval of any one director in consultation with the Chief Financial Officer and/or the Company Secretary.

As a matter of general guidance, a trading halt may be necessary in the following circumstances:

- if media comment about the Company is sufficiently specific and detailed to warrant a response;
- if the Company experiences an unexplained price and/or volume change;
- if a confidentiality leak has occurred and it is having a material effect on the market price and/or traded volumes of the Company's securities;
- if the ASX forms a view that a false market exists and asks the Company to release information to correct a false market and the Company is not able to make a release immediately, and in each such scenario:
- where the market is trading, the Company is not in a position to give an announcement to the ASX straight away; or
- where the market is not trading, the Company will not be in a position to give an announcement to the ASX before trading next resumes.

Blackout periods

G8 observes a series of "blackout" periods throughout the year, being:

- the period from 1 January until release of the Company's full year results in late February;
- the period from 30 June until the release of the Company's half year results in late August; and
- the 2 week period prior to the Annual General Meeting, an Investor Day or other quarterly updates.

During these “blackout” periods, G8 will limit communications. Prior to the release of financial results, G8 will not speak about the financial results or undisclosed forecasts. In the lead up to the release of other material information, G8 will make no comment on the information or the relevant topic of the announcement.

Analysts & Media

Prior to meeting with analysts, any slides or presentations intended to be used as part of the briefings should be given to the ASX for immediate release to the market and should be posted on G8’s website.

When dealing with analysts’ questions that raise issues outside of the intended scope of the briefing, spokespersons should not discuss information that has not been released through the ASX. Where answering a question requires the disclosure of price sensitive information, the spokesperson must decline to answer the question or take it on notice. If G8 intends to respond to the question, the relevant price sensitive information must be announced to the ASX beforehand and receipt of confirmation of the release of the announcement must occur prior to a response being given. This ensures that no one person or group of persons has access to information for any period of time prior to the information being readily available to the market at large.

Any comments made in relation to an analyst’s financial projections should be limited to correcting factual errors and underlying assumptions. Responses that in any way address issues of G8’s projections as being incorrect should be avoided. Any changes in G8’s projections must be announced through the ASX.

A minimum of two G8 representatives must be present at briefings with analysts. If two representatives are not present, the spokesperson who is present should endeavor to tape record the briefing.

Analyst Reports

G8 acknowledges the role of the analyst community in providing a technical analysis on the performance of public companies and, in this respect, the Company engages with analysts to help foster a detailed understanding of its business.

Generally, G8 does not comment on analysts’ reports. G8 is not responsible for, and does not endorse, analyst’s reports that contain commentary on the Company.

Where analysts send draft reports to the Company, only the CEO and CFO or their nominated representative are authorised to comment. The CEO and CFO may only correct factual errors which are significant to the extent that they may mislead the market, provided any clarification is confined to drawing the analysts’ attention to information that has already been made available to the market. Any correction of factual errors by G8 does not imply endorsement of the contents of those reports.

Market Rumours or false markets

G8 has a “no comment” policy with respect to market rumours, however, it will issue an announcement in response to market speculation and rumour where it is necessary to comply with its continuous disclosure obligations.

If there is market rumour or speculation which is creating a false market, the ASX may request G8 to respond to that speculation to ensure that the market is trading on a fully informed basis.

Leaks & Inadvertent Disclosures

The disclosure of information that is of a material, price sensitive nature through means other than an ASX announcement may amount to a breach of the ASX Listing rules and/or the Corporations Act. To reduce the consequences of a leak or inadvertent disclosure of information, the Company Secretary must prepare and lodge an announcement with the ASX as soon as practicable after the fact of the disclosure comes to the attention of the G8.

10. Contravention & Breach

Breaches of this Policy may lead to disciplinary action being taken against the relevant Personnel, including dismissal in serious cases.

If G8 breaches its continuous disclosure obligations by failing to notify the ASX of information required to be disclosed, and such contravention is intentional, reckless or negligent, G8 and its officers may be guilty of an offence under the Corporations Act.

The consequences for G8 of being found guilty include:

- suspension of trading in G8's securities by the ASX;
- civil or criminal liability for G8 or its officers, including monetary fines;
- the issuance of infringement notices; or
- significant reputational risks for G8 or its officers.

G8's officers, employees and advisors (which can include accountants, lawyers and financial advisors) who are involved in a contravention by the company, may also face criminal and civil liability.

Last Reviewed: November 2018

Annexure – examples of material information

G8 must disclose any information that a reasonable person would expect to have a material effect on the price or value of securities issued by G8. Set out below is a non-exhaustive list demonstrative of matters that may give rise to an obligation to make disclosure to the market.

1. A change in G8's financial forecast or expectation.
2. The appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade debt, borrowing or securities held by it or any of G8's child entities.
3. A transaction for which the consideration payable or receivable is a significant proportion of the written down value of G8's consolidated assets. Normally an amount of 5% or more would be significant.
4. A recommendation or declaration of a dividend.
5. A recommendation or decision that a dividend will not be declared.
6. Under subscriptions or over subscriptions to an issue.
7. Giving or receiving a notice of intention to make a takeover.
8. An agreement between G8 (or a related party or subsidiary) and a director (or a related party of the director).
9. A change in accounting policy adopted by the entity.
10. Any rating applied by a rating agency to G8, or securities of G8, and any change to such a rating.
11. A proposal to change G8's auditor.
12. Events or occurrences that have an impact on the operations of G8 or a controlled entity.
13. Significant changes in technology or the application of technology that could affect the business of G8 or a controlled entity.
14. Natural disasters or accidents that have particular relevance to the businesses of G8.
15. Legal proceedings against or an allegation of any breach of the law, whether civil or criminal, by G8 or its employees.
16. Any negative publicity about G8 or its senior employees or officers.
17. Resignation of existing directors or the appointment of new directors.
18. Entry by G8 or a company controlled by G8 into a new line of business or the discontinuance of a particular line of business.
19. Any action by a regulator that may have an adverse impact on G8's financials, reputation or licence to operate.
20. Planning to undertake a significant financing or security issue (whether debt or equity).