

2020 NOTICE OF ANNUAL GENERAL MEETING



G8 Education^{ltd}

CHAIRMAN'S COVER LETTER TO NOTICE OF MEETING 2020

Dear Shareholders

On behalf of the Directors of G8 Education Limited (G8), I confirm that G8's 2020 Annual General Meeting (**AGM**) will be held on Wednesday, 17 June 2020 commencing at 11.00a.m. Attached is our Notice of Meeting (**NOM**) that sets out the business of the AGM.

In planning for the AGM, G8 has prioritised the health and safety of its shareholders and team members. In the event that it is necessary or appropriate for G8 to make alternative arrangements for the AGM, information will be lodged with the ASX at www.asx.com.au (ASX: GEM) and G8's website at www.g8education.edu.au/investors. We are closely monitoring this ever-changing situation and have contingency measures in place should the situation regarding the holding of public events and physical gatherings prevent us from doing so.

The details of how we will be managing our AGM are below. We consider these measures important for safety, whilst seeking to equally maximise the opportunity for shareholder participation:

- Our AGM will be held as a Hybrid meeting this year, meaning that while the meeting will be held at a physical location (being our G8 Gold Coast office), Shareholders are also able to participate in the AGM virtually via the online platform at <https://agmlive.link/GEM20>
- Only certain Directors on the Board and certain G8 Management will be in physical attendance at the Gold Coast meeting location, while the remainder will join via the virtual platform to ensure we hold the meeting in a safe and permissible manner.
- We strongly encourage Shareholders and proxyholders to participate in the AGM virtually via the online platform at <https://agmlive.link/GEM20>. To do this you will need a desktop or mobile / tablet device with internet access. When you log onto the AGM platform on the morning of the AGM, you will need to provide your details (including SRN/HIN) to be verified as a shareholder or proxyholder. Following this you will be given details as to how to vote and ask questions during the AGM.
- Once the AGM commences at 11.00a.m, you will see a split screen which shows (a) the live webcast of the Chair conducting the meeting, and (b) the presentation slides. Both of these are live and in real-time.
- Shareholders and proxyholders will have the ability to ask questions during the AGM via the online platform, and to hear all of the discussion, subject to connectivity of your device.
- In addition to the above, Shareholder / proxyholder participation (as relevant) is possible by appointment of a proxy.
- Our Board and Management team always enjoy the opportunity to meet with our Shareholders at our AGMs. Unfortunately, even if you attend in person it will not be possible for you to speak in person with our Board or Management after the meeting and no morning tea will be served.

Again, given the current uncertainty and to minimise health risks created by the rapidly evolving coronavirus (COVID 19) pandemic, **G8 strongly encourages Shareholders to consider lodging a directed proxy or joining the meeting via virtual means rather than attending the meeting in person.**

Shareholders who choose to physically attend the AGM should review and follow government warnings and recommendations.

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy form, to be submitted to G8's share registry by 11.00a.m. (Sydney time), Monday, 15 June 2020 online or by post.

Yours sincerely



Mark Johnson

Chair

G8 Education Limited

This letter is current as at the date of issuance. Given how rapidly the COVID-19 situation is escalating, we encourage everyone to monitor the ASX Market Announcements Platform as well as G8's Corporate Website for the 2020 AGM for further updates on the AGM (if any).

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**Meeting**) of G8 Education Limited (**Company**) will be held:

Date: Wednesday, 17 June 2020

Time: 11.00a.m. (AEST)

Venue: Online at <https://agmlive.link/GEM20>

In person at the Company's offices at 159 Varsity Parade, Varsity Lakes, Queensland

In light of the current travel restrictions and limitations on public gatherings due to the COVID-19 pandemic, the AGM will be held as a hybrid meeting, comprising a virtual meeting as well as an in-person meeting. Accordingly, the Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform, where shareholders will be able to watch, listen, submit written questions and vote online.

As noted in the accompanying letter from our Chair, **for the health and safety of all stakeholders, the Directors strongly encourage Shareholders to attend the Meeting via the online meeting platform or lodge a directed proxy form prior to the Meeting, rather than attending in person.**

Instructions for attending via the online platform are below.

In light of the escalating COVID-19 pandemic, we encourage our Shareholders to monitor the ASX and G8's website for updates (if any) post the issuing of this Notice.

ATTENDANCE VIA ONLINE PLATFORM

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

1. Enter <https://agmlive.link/GEM20> into a web browser on your computer or online device;
2. Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form; and
3. Proxyholders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at <https://www.g8education.edu.au/2020AGM>.

ATTENDANCE IN PERSON

The Meeting will also be held in person at G8's Gold Coast office, however, due to the impact of COVID-19 and current Government restrictions, the Company is required to ensure compliance with the requirements for social distancing and will seek to comply with any applicable requirements and limitations that are in force at the time of the Meeting in respect of any persons who seek to attend the Meeting in person.

The Company will advise if any changes to Government restrictions may impact the Meeting location or other arrangements regarding the AGM.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's annual financial report, Directors' report and Auditor's report for the financial year ended 31 December 2019.

RESOLUTION 1: REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution in accordance with section 250R(2) of the Corporations Act 2001 (Cth) (**Corporations Act**):

"That the Remuneration Report for the year ended 31 December 2019 be adopted."

Voting Exclusion

A voting exclusion applies to this resolution (see 'Voting Exclusions' in the Voting Information section).

RESOLUTION 2: RE-ELECTION OF A DIRECTOR – PROFESSOR JULIE COGIN

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

"That Professor Julie Cogin who, having been re-elected on 20 April 2018 as a Director in accordance with the Company's constitution, retires as a Director of the Company and being eligible offers herself for re-election as a Director of the Company, be elected as a Director of the Company."



Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Professor Julie Cogin and her associates will abstain from voting on the resolution relating to her re-election (except as a proxy for a person who is entitled to vote).

RESOLUTION 3: ELECTION OF A DIRECTOR – PETER TRIMBLE

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

"That Mr Peter Trimble who, having been appointed by the Board as a Director on 13 May 2020, retires in accordance with the Company's constitution and ASX Listing Rules and being eligible offers himself for election as a Director of the Company, be elected as a Director of the Company."



Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Mr Peter Trimble and his associates will abstain from voting on the resolution relating to his election (except as a proxy for a person who is entitled to vote).

SPECIAL BUSINESS

RESOLUTION 4: G8 EDUCATION EXECUTIVE INCENTIVE PLAN (GEIP) APPROVAL

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

“That, for the purposes of Listing Rule 7.1 and in accordance with Listing Rule 7.2 (Exception 13) and for all other purposes, the G8 Education Executive Incentive Plan (GEIP) as described in section 3.1 of the Explanatory Statement be approved for the issue of securities under the GEIP.”

Short explanation

The G8 Education Executive Incentive Plan (**GEIP**), a three year plan was previously approved at the 2017 Annual General Meeting. The Company has reviewed the GEIP and seeks Shareholder approval for all purposes under the Corporations Act and the Listing Rules, including Listing Rule 7.2 (Exception 13), so that securities issued in accordance with the GEIP will be excluded from the calculation of the maximum number of new securities that can be issued by the Company in any 12 month period (which, under the Listing Rules is ordinarily limited to, in aggregate, 15% of securities previously on issue or, under the temporary measures in the ASX Class Order Waivers announced on 31 March 2020, 25% of securities previously on issue), for a period of three years from the date of such Shareholder approval.

Please refer to section 3.1 of the Explanatory Statement for further information.

Voting Exclusion

A voting exclusion applies to this resolution (see ‘Voting Exclusions’ in the Voting Information section).

RESOLUTION 5: ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

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

“That approval be given:

- a) for the purposes of Listing Rule 10.14 and for all other purposes, to the grant of 520,000 Performance Rights to the Company’s Chief Executive Officer and Managing Director, Mr Gary Carroll; and*
- b) for the purpose of section 200E of the Corporations Act, to the giving of a benefit to the Company’s Chief Executive Officer and Managing Director, Mr Gary Carroll, in connection with any vesting of those Performance Rights on the cessation of Mr Carroll’s employment with the Company or a related body corporate of the Company,*

in each case under the G8 Executive Incentive Plan and on the basis described in section 3.2 of the Explanatory Statement.”

Short explanation

The Company seeks Shareholder approval to grant Performance Rights to Mr Gary Carroll, CEO & Managing Director, under the G8 Executive Incentive Plan. The Company also seeks Shareholder approval, in the event that Mr Carroll ceases employment with the Company in certain circumstances, for the giving of a termination benefit. Please refer to section 3.2 of the Explanatory Statement for further information.

Voting Exclusion

A voting exclusion applies to this resolution (see ‘Voting Exclusions’ in the Voting Information section).

RESOLUTION 6: RATIFICATION OF SHARES ISSUED

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 100,402,240 Shares which were issued by way of an institutional placement as described in section 3.3 of the Explanatory Statement.”

Voting Exclusion

A voting exclusion applies to this resolution (see ‘Voting Exclusions’ in the Voting Information section).

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in blue ink that reads "Mark Johnson". The signature is written in a cursive style and is underlined with a single horizontal stroke.

Mark Johnson

Chair

15 May 2020

VOTING INFORMATION

ENTITLEMENT TO VOTE

The Company may specify a time, not more than 48 hours before a general meeting, at which a 'snapshot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid Shares on **15 June 2020 at 7pm (AEST)** will be taken to be Shareholders for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

HOW TO VOTE

A Shareholder who is entitled to attend and vote at the Meeting may do so:

- using the online platform;
- in person;
- by proxy;
- by corporate representative (if the Shareholder is a corporation); or
- by attorney.

VOTING USING THE ONLINE PLATFORM

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://agmlive.link/GEM20> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email prior to the Meeting.

Online voting will be open between one hour before the commencement of the Meeting at 11.00a.m. (AEST) on Wednesday, 17 June 2020 and the time that is five minutes after the Chair closes the Meeting.

More information about online participation in the Meetings (including asking questions via the virtual platform) is available in the Online Platform Guide at <https://www.g8education.edu.au/2020AGM>.

VOTING IN PERSON

A Shareholder who is entitled to attend and vote at the Meeting may vote in person by attending the Meeting on Wednesday, 17 June 2020 at 11.00a.m. (AEST) at 159 Varsity Parade, Varsity Lakes, Gold Coast, Queensland.

VOTING BY PROXY

In accordance with Section 249L of the Corporations Act, 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 Proxy Form which was posted to you.

Properly completed and executed Proxy Forms must be received by the Company's registry at the address specified below at least 48 hours before the time notified for the Meeting.

Proxy forms can be lodged by mail, online, by hand or by facsimile:

Postal Address

Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Facsimile (02) 9287 0303

Website www.linkmarketservices.com.au

UNDIRECTED PROXIES

The Chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

VOTING BY CORPORATE REPRESENTATIVE

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. Evidence of the representative's appointment must be received by the Company's registry at the address specified above at least 48 hours before the time notified for the Meeting. The representative also should bring to the Meeting evidence of his or her appointment.

VOTING BY ATTORNEY

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

VOTING EXCLUSIONS

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on two of the resolutions to be considered at the Meeting. These voting exclusions are described below.

RESOLUTION 1: REMUNERATION REPORT

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any Key Management Personnel whose remuneration details are included in the Remuneration Report, or any of

their Closely Related Parties, regardless of the capacity in which the votes are cast; or

- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

RESOLUTION 4: G8 EDUCATION EXECUTIVE INCENTIVE PLAN APPROVAL

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 4:

- by or on behalf of any Director who is eligible to participate in the GEIP (being any executive Director), or any of their respective associates, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 4:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel, and in accordance with a direction in the proxy appointment to vote as the proxy decides.

RESOLUTION 5: ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 5:

- by or on behalf of Mr Gary Carroll, or any of his associates, regardless of the capacity in which the votes are cast;

- by or on behalf of any other director of the Company who is eligible to participate in the GEIP, or any of their associates, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy,

unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 5:

- in accordance with a direction in the proxy appointment; or
- by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel, and in accordance with a direction in the proxy appointment to vote as the proxy decides.

RESOLUTION 6: RATIFICATION OF SHARES ISSUED

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 6 by or on behalf of any person who participated in the issue of the Shares the subject of Resolution 6 or any of their associates, regardless of the capacity in which the votes are cast, unless the votes are cast:

- as a proxy for a person who is entitled to vote on Resolution 6:
 - in accordance with a direction in the proxy appointment to vote on the resolution in that way;
 - by the Chair of the Meeting in accordance with a direction in the proxy appointment to vote as the proxy decides; or
- by a Shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

G8 EDUCATION LIMITED ABN 95 123 828 553

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice of Meeting.

1.1 Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

1.2 Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt how to deal with this document, please consult your legal, financial or other professional advisor.

1.3 Glossary

Certain terms and abbreviations used in the Explanatory Statement and the Notice of Meeting have defined meanings, which are set out in the Glossary of this Explanatory Statement.

1.4 Resolutions are not interdependent

The Resolutions are not interdependent. In the event that one or more of the Resolutions are not approved by Shareholders, the balance of the Resolutions will not be affected.

2. ORDINARY BUSINESS

2.1 Financial Statements and Reports

- a) The Corporations Act requires the Company's annual financial report, Directors' report and the Auditor's report for the most recent financial year (namely the period ended 31 December 2019) to be tabled at the Meeting. In addition, the Company's constitution provides for such reports and statement to be received and considered at the Meeting.
- b) Apart from the matters involving remuneration of Directors which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of

Shareholders at the Meeting on such reports. However, members are given the opportunity to raise questions with respect to these reports and statements at the Meeting.

- c) The Company's financial report, Directors' report and auditor's report may be found in the Company's 2019 Annual Report, which has previously been sent to Shareholders and which is also available on the Company's website www.g8education.edu.au.
- d) Shareholders may submit a written question to the Auditor no less than 5 days prior to the Meeting which relates to the content of the Auditor's report or the conduct of the audit in relation to the financial report to be considered at the meeting.
- e) The Auditor will be attending the Meeting and will answer written questions received by the deadline specified above.

2.2 Resolution 1 - Remuneration Report

- a) Summary
 - i) Section 250R of the Corporations Act requires that the Remuneration Report be put to the Shareholders for adoption by way of a non-binding vote.
 - ii) The vote of the Shareholders is advisory only and does not bind the Directors or the Company.
 - iii) The Remuneration Report may be found in the Company's 2019 Annual Report which Shareholders received via mail or which Shareholders can access from the Company's website www.g8education.edu.au.
 - iv) Following consideration of the Remuneration Report, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

2.3 Resolution 2 - Re-election of a Director – Professor Julie Cogin

a) Background

- i) Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.
- ii) Both Listing Rule 14.4 and Article 47(a) of the Company's constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's

appointment or 3 years, whichever is longer. A director may retire and offer themselves for re-election prior to the expiry of that period.

- iii) Under Article 47(c) of the Company's constitution, a director who retires under Article 47(b) of the Company's constitution is eligible for re-election.
- iv) Professor Cogin was last elected as a Director of the Company on 20 April 2018.
- v) Professor Cogin will retire at the Meeting under Article 47(b) of the Company's constitution and being eligible for re-election, offers herself for re-election as a Director of the Company.

b) Summary of Experience

A summary of Professor Cogin's experience and qualifications appears below.

Professor Julie Cogin has worked in education for more than 25 years. In addition to her non-executive director responsibilities, Professor Cogin is the Deputy Vice Chancellor and Vice-President at RMIT University, a multisector global university. She also Chairs the board of RMIT Training Pty Limited.

Professor Cogin has held a number of senior education leadership positions over the last two decades, including Dean and Head of UQ Business School at the University of Queensland and Director of the Australian Graduate School of Management and Deputy Dean, University of New South Wales Business School.

She has been awarded education awards at University, National and International levels and delivered education or consulting engagements for many leading companies throughout Australia, Asia and in the USA. In 2016, Professor Cogin was named as one of Australia's Women of Influence by The Australian Financial Review and Westpac Professor Cogin joined the Company's Board on 1 September 2017.

c) Directors' Recommendation

The Directors (with Professor Cogin abstaining) unanimously recommend that Shareholders vote in favour of Professor Cogin's re-election as a Director.

2.4 Resolution 3 - Election of a Director – Mr Peter Trimble

a) Background

- i) On 13 May 2020, Mr Peter Trimble was appointed by the other Directors as an addition to the Board in accordance with Article 46(b) of the Company's constitution. The Listing Rules and the Company's constitution require that a Director appointed by the other Directors retire

from office at the following annual general meeting of the Company.

- ii) In accordance with the Listing Rules and Article 47(d) of the Company's constitution, Mr Peter Trimble retires from office and offers himself for election.

b) Summary of Experience

A summary of Mr Trimble's experience and qualifications appears below.

Mr Trimble is an experienced senior management and finance executive of publicly listed companies having held roles at CSR Limited, Rinker Limited, ABC Learning Limited and Sugar Terminals Limited. These roles have crossed a diverse range of industries including education, construction materials, manufacturing, infrastructure and agriculture. He is also an experienced Non-Executive Director of a number of private companies and is currently the interim Chair of Mulgowie Farming Company and Deputy Chair of Somerset College.

Mr Trimble comes with an extensive background in child care operations, having joined ABC Learning as Chief Financial Officer immediately prior to the group going into administration and being a critical part of the team that managed, restructured and prepared the child care business for sale. Mr Trimble also has a background in governance, risk management, strategy and planning, merger and acquisitions and business restructuring and improvement.

Mr Trimble was appointed as Chair of the Audit and Risk Management Committee on 20 May 2020.

c) Directors' Recommendation

The Directors (with Mr Trimble abstaining) unanimously recommend that Shareholders vote in favour of Mr Trimble's election as a Director.

3. SPECIAL BUSINESS

3.1 Resolution 4: G8 Education Executive Incentive Plan

a) Introduction

- i) The Company has reviewed and amended the GEIP that was approved by shareholders at the 2017 Annual General Meeting. The revised GEIP is presented to Shareholders for approval at the Meeting.
- ii) Resolution 4 set out in the Notice of Meeting relates to the GEIP which is described in more detail below.

b) Background

- i) A summary of the key terms of the GEIP is set out below, and a copy of the terms of the GEIP is available upon request from the Company
- ii) Shareholder approval of the GEIP is being sought for all purposes under the Corporations Act and the Listing Rules, including Listing Rule 7.2 (Exception 13), so that securities issued in accordance with the GEIP will be excluded from the calculation of the maximum number of new securities that can be issued by the Company in any 12 month period (which, under the Listing Rules, is ordinarily limited to, in aggregate, 15% of securities previously on issue or, under the temporary measures in the ASX Class Order Waivers announced on 31 March 2020, 25% of securities previously on issue) for a period of three years from the date of such Shareholder approval.
- iii) If Resolution 4 is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the GEIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within a 12 month period under the Listing Rules.
- iv) The GEIP is an executive equity plan developed to meet contemporary equity design standards and to provide the greatest possible flexibility in the design and offer choices available in respect of various new equity schemes.
- v) The GEIP enables the Company to offer its executives a range of different interests. These interests or 'awards' include options, performance rights, service rights, deferred shares, exempt shares, cash rights and stock appreciation rights.
- vi) The type of interest that may be offered to executives will be determined by a number of factors, including:
 - the remuneration or incentive purpose of the award;
 - the tax jurisdiction that the participating executive lives and/or works in;
 - the laws governing equity incentives where the participating executive lives and/or works; and
 - the logistics and compliance costs associated with offering equity incentives where the participating executive lives and/or works.
- vii) Whenever securities are first issued under the GEIP, they may be acquired and held

by an Executive Share Scheme Trust (**ESST**). The ESST will be governed by a trust deed (**EST Trust Deed**) outlining the rules of the ESST and the responsibilities of the ESST's trustee, the Company and the participating executives. A copy of any ESST Trust Deed will be available upon request from the Company.

c) Offers made under the GEIP

Since the GEIP was last approved by shareholders at the 2017 Annual General Meeting, the Company has issued 1,285,624 performance rights in respect of the GEIP under Listing Rule 7.2 (Exception 13), however, none of those performance rights have vested (i.e. no shares have been issued) and 365,601 of those performance rights have either lapsed or been cancelled.

d) Non-executive Director participation

Non-executive Directors are specifically excluded from participation in the GEIP

e) Maximum number of securities proposed to be issued under the GEIP

The maximum number of equity securities proposed to be issued by the Company in respect of the GEIP over the next three years is 10 million. If shareholder approval is not obtained, any securities granted under the GEIP will not be excluded from the Company's placement capacity.

f) Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4 set out in the Notice of Meeting.

g) Summary of GEIP Key Terms and Key Policy Settings

i) Eligibility

The Board has the discretion to determine which executives are eligible to participate in the GEIP. The definition of executive under the terms of the GEIP include any full-time or permanent part time executive or officer or Director (excluding non-executive Directors) of the Company or any related body corporate of the Company.

ii) Vesting conditions

The vesting of any securities issued under the GEIP, excluding any securities issued under an exempt share award or stock appreciation right, if any, may be conditional on the satisfaction of performance and/or service conditions as determined by the Board and advised to executives in their individual personalised offer documents.

iii) Exercise of securities

Vested securities issued under the GEIP will not automatically trigger the exercise of the securities, but a participant will be entitled to exercise in accordance with the terms contained in their individual personalised offer documents.

iv) Price

Securities issued under the GEIP may be issued at no cost to the participants. Options, if offered, may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in their individual personalised offer documents.

v) Lapse/forfeiture

Securities issued under the GEIP will lapse or be forfeited on the earliest of:

- the occurrence of any Clawback Event (as defined in the Company's Clawback Policy, if any, in force from time to time);
- any expiry date applicable to the securities if any Vesting Conditions (as defined in the GEIP Plan Rules) have not been exercised, or waived by the Board;
- any date which the Board determines that Vesting Conditions applicable to the securities are not met or cannot be met;
- the participant dealing in respect of the securities in contravention of the GEIP; and
- the Board determining that a participant is ineligible to hold the office for the purposes of Part 2D.6 of the Corporations Act, or is found to have acted in a manner that the Board considers to constitute gross misconduct,

as set out in the individual personalised offer documents.

vi) Board may elect to settle in cash

If the Board determines that it is not appropriate for tax, legal, regulatory or compliance reasons to issue or transfer Shares upon satisfaction of its obligations under the plan, the Company may make a cash payment to the participant in accordance with the terms of the plan for equivalent value.

vii) Waiving the restricted period

The Board may waive or shorten the restriction period applicable to securities issued under the GEIP to the participant in accordance with the terms of the GEIP.

viii) Change of Control

On the occurrence of a Change of Control of the Company (as defined in the terms

of the GEIP), or if in the Board's opinion a Change of Control will occur, the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the GEIP shall be dealt with.

ix) Cessation of employment

Under the individual personalised offer documents, if an executive's employment with the Company (or a related body corporate of the Company) is terminated prior to the vesting of any securities issued under the GEIP, the number of Performance Rights that may vest on cessation of employment for retrenchment or redundancy is calculated on a pro-rata basis using the following formula:

$$\frac{\text{The period, in days, from the date of grant to the date of termination, inclusive}}{\text{The period, in days, from the date of grant to the intended date of vesting, inclusive}} \times \text{No. of Performance Rights issued, or to be issued}$$

The number of Performance Rights that may vest on cessation of employment for termination without cause, death or permanent disability is determined by the Board in its sole discretion.

All Performance Rights will lapse on cessation of employment for resignation or termination with cause.

x) No dealing or hedging

Dealing restrictions apply to securities issued under the GEIP in accordance with the terms of the GEIP, the individual personalised offer documents and the Company's share trading policy. Participants are prohibited from hedging or otherwise protecting the value of unvested securities issued under the GEIP.

xi) Rights attaching to Shares

Shares issued under the GEIP (upon exercise of vested securities issued under the GEIP) will be subject to any restrictions imposed under the terms of the GEIP and otherwise rank equally with the existing Shares on issue at the time of allotment or transfer.

xii) Company may issue or acquire shares

The Company may, in its discretion, either issue new Shares or acquire Shares already on issue, or a combination of both, to satisfy the Company's obligations under the GEIP

xiii) Adjustments

Prior to the allocation of Shares to a GEIP participant upon exercise of vested securities issued under the GEIP if the Company undergoes a reorganisation of capital, the terms of unvested securities will be changed in order to comply with the Listing Rules. If the Company makes a pro rata bonus issue to Shareholders, the terms of any unexercised securities will change to entitle the participant to one Share plus the number of bonus Shares which would have been issued to the participant if the unexercised securities had been exercised prior to the bonus issue.

xiv) Limits on securities issued

The number of Shares that may be issued under the GEIP is set with regard to the limits prescribed under **ASIC Class Order 14/1000** with respect to employee share scheme offers made without a prospectus. Currently these limits provide that the number of Shares that may be issued, when aggregated with the number of Shares issued during the previous 3 years from Share issues under all executive share schemes established by the Company (including as a result of exercise of options to acquire Shares granted to the previous five years under any such executive share scheme), must not exceed 5% of the total number of Shares on issue, disregarding certain unregulated offers.

xv) Continued operation of the plan

The GEIP may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the Listing Rules

3.2 Resolution 5 - Issue of Performance Rights to Chief Executive Officer and Managing Director

a) Introduction

Resolution 5 seeks Shareholder approval for the granting of 520,000 Performance Rights to the Company's Chief Executive Officer and Managing Director, Mr Gary Carroll, under the G8 Executive Incentive Plan (**GEIP**), as well as Shareholder approval for the vesting of the Performance Rights granted to Mr Carroll in the event that Mr Carroll ceases employment with the Company in certain circumstances.

Why Shareholder approval is being sought

- i) Listing Rule 10.14 states that a listed company must not permit a director to acquire securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of Resolution 5 is to have Shareholders approve the proposed grant of Performance Rights to the Company's Chief Executive Officer and Managing Director, Mr Gary Carroll, pursuant to the Company's new executive incentive scheme, the GEIP.
- ii) A summary of the key terms of the GEIP is set out in section 3.1 of the Explanatory Statement above, and a copy of the terms of the GEIP is available upon request from the Company.
- iii) In addition, the Company seeks Shareholder approval pursuant to section 200E of the Corporations Act for vesting of the Performance Rights granted to Mr Carroll in the event that Mr Carroll ceases to be employed by the Company in certain limited circumstances, as specified in Mr Carroll's individual personalised offer document. Such circumstances include termination without cause, redundancy, death or permanent disability.
- iv) Under sections 200B of the Corporations Act, a company may only give a person a "benefit" in connection with their ceasing to hold a managerial or executive office in the company (**Termination Benefit**) if it is approved by Shareholders under section 200E of the Corporations Act (or an exemption applies). The term "benefit" may include the pro rata vesting of Performance Rights in the limited circumstances outlined above, where Mr Carroll ceases to be employed by the Company. The pro rata vesting of Mr Carroll's Performance Rights, in those limited circumstances, may amount to the giving of a Termination Benefit requiring Shareholder approval. As such, Shareholder approval is sought for these purposes.
- v) The number of Performance Rights that may vest on cessation of Mr Carroll's employment for retrenchment or redundancy is calculated on a pro-rata basis using the following formula:

The period, in days, from the date of grant to the date of termination, inclusive

The period, in days, from the date of grant to the intended date of vesting, inclusive

No. of Performance Rights issued, or to be issued

x

The number of Performance Rights that may vest on cessation of Mr Carroll's employment for termination without cause, death or permanent disability is determined by the Board in its sole discretion.

All Performance Rights will lapse on cessation of employment for resignation or termination with cause.

vi) The value of the Performance Rights may be affected by:

- the market price of the Shares at the time the employment ceases;
- the exercise price applicable to the Performance Rights;
- performance against the performance hurdles at the time the employment ceases;
- part of the service period having elapsed at the time the employment ceases; and
- the number of Performance Rights that lapse on cessation of employment.

c) Grant of Performance Rights to Mr Carroll

The Board's People and Culture Committee believes that the offer of Performance Rights under the GEIP is an important part of Mr Carroll's remuneration and has concluded that the remuneration for Mr Carroll (including the proposed grants of Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Carroll's duties and responsibilities as Chief Executive Officer and Managing Director of the Company.

d) Mr Carroll's remuneration package

As part of the Board of Director's broad responsibilities in responding to the impacts of COVID-19, the Board reviewed its Strategic Remuneration Framework for 2020 and gave due consideration to remuneration adjustments for its executives. The review formed part of the cash wage cost reduction program announced in the Company's Investor Presentation on 9 April 2020.

The guiding principle the Board has applied is a company-wide one, with a "one in, all in" approach intended to share the load across the business. This was evidenced by the reduction in Board fees by 20% from 1 April to 30 September 2020 and employees taking annual leave, working reduced hours or purchasing annual leave.

On 7 May 2020 the Company announced that the Total Fixed Remuneration of the Chief Executive Officer and Managing Director, Mr Gary Carroll (along with the other members of the Executive Leadership Team), would be reduced by 20% for a 6 month period, effective 1 May 2020 through to 31 October 2020.

Additionally, the Board determined to reduce the long term incentive (LTI) grant value for the Chief Executive Officer and Managing Director by approximately 24%, from \$630,000 to \$480,740 for the 2020 grant year. The decision to reduce the LTI grant value was made taking into account the Company's share price performance and the value of Performance Rights (described below) which was determined post the April 2020 institutional capital raising.

Accordingly, Mr Carroll's 2020 Total Target Remuneration is as follows:

- i) Total Fixed Remuneration of \$840,000 (annualised), except for the period from 1 May to 31 October 2020 during which Total Fixed Remuneration will be \$672,000 (annualised);
- ii) a target STI opportunity of up to 75% of fixed remuneration (i.e. \$630,000); and
- iii) an LTI grant comprising Performance Rights of a value equal to \$480,740 (being ~57% of fixed remuneration) calculated by dividing that amount by the value of each Performance Rights (subject to shareholder approval, as further set out in this section).

e) Maximum number of Performance Rights to be issued to Mr Carroll

If Shareholder approval is granted, the maximum number of Performance Rights that may be granted to Mr Carroll in respect of the FY20 grant is 520,000.

The number of Performance Rights has been calculated by dividing the \$value of Mr Carroll's strategic Long Term Incentive opportunity (being \$480,740) by the value of each Performance Right calculated below.

f) Value of Performance Rights

The value of each Performance Right was determined using the 5 day volume weighted average price of the Shares up to and including 21 April 2020, being \$0.9245 per Share, aligning to the period immediately following the completion of the Company's institutional capital raising reflecting a fully informed market price at that date.

g) Price of Performance Rights

The Performance Rights will be granted at no cost to Mr Carroll. Once the performance hurdles are met (or waived), the Performance Rights will be exercisable at an Exercise Price of \$0.00.

h) Number of equity incentives issued under the GEIP, persons entitled to participate in the GEIP, the date that the Company will grant these equity securities and loans

Subject to Shareholder approval, it is anticipated that the Performance Rights will be granted to Mr Carroll shortly after the Meeting to coincide with the grant of long term incentives to other selected Company executives in accordance with the Company's remuneration strategy. Irrespective of these intentions, the grant of Mr Carroll's Performance Rights approved by Shareholders under Resolution 5 will be issued no later than 12 months after the date of the Meeting.

i) Important Dates

The following dates are relevant to the Company's proposed grant of Performance Rights to Mr Carroll:

- **Grant Date** – date of approval at Meeting
- **First Exercise Date** – 1 March 2023, subject to satisfaction of the vesting conditions
- **Last Exercise Date** – 30 May 2023, subject to satisfaction of the vesting conditions

j) Vesting Conditions

- i) Mr Carroll must satisfy the following vesting conditions in order for his Performance Rights to vest:
- continuous service with the Company up to the relevant exercise date; and
 - reported (audited) earnings per share (**EPS**)¹ with a cumulative EPS measure as set out in table 1 below, subject to adjustment for significant items as determined by the Board in its discretion.

Table 1: Percentage of Performance Rights that vest

Cumulative EPS ¹ over the three financial years ended 31 December 2022	Percentage of Performance Rights that vest
Less than 14 cents	0%
14 cents to 17 cents	50%-100% (pro rata)
Greater than 17 cents	100%

¹**Earnings per Share** = Audited Basic Earnings per Share.

Cumulative EPS has been selected this year rather than a conventional EPS Compound Annual Growth Rate (CAGR) for several reasons, including:

- The Base Year EPS (2019) is not considered appropriate for the purposes of comparison;
- Earnings during and post COVID 19 are extremely difficult to forecast and therefore the Board considers a cumulative rather than compound measure is fairer; and
- The Board has retained the discretion to adjust for significant items that may arise over this uncertain vesting period to ensure the integrity of the performance condition is maintained.

- ii) This vesting condition has been selected by the Board:
- a) to ensure that the Performance Rights only vest where demonstrable outperformance by the Company is achieved;
 - b) to align the interests of directors and shareholders; and
 - c) for simplicity and transparency of calculation.
- iii) Any Performance Rights which fail to satisfy the above vesting conditions will lapse immediately.

k) Other Conditions

- i) Mr Carroll's unvested Performance Rights may, in certain circumstances, vest early in accordance with the terms of the GEIP that may apply from time to time, as approved by the Board.
- ii) No loans will be provided to Mr Carroll by the Company in respect of the Performance Rights.
- iii) The Performance Rights will be subject to the Company's Clawback Policy.
- iv) The Shares awarded on vesting of Mr Carroll's Performance Rights may be subject to restriction and any dealing in Shares

is subject to the constraints of Australian insider trading laws and the Company's share trading policy.

- v) Under the terms of the GEIP, Mr Carroll is prohibited from entering into transactions or arrangements which limit the economic risk of holding unvested Performance Rights, including by way of derivatives or similar financial product.
- vi) If, in the Board's opinion, Mr Carroll has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his unvested Performance Rights will lapse.
- vii) Mr Carroll is the only person referred to in Listing Rule 10.14 entitled to participate in the GEIP. If any other person(s) covered by Listing Rule 10.14 become entitled to participate in the GEIP, they will not participate until shareholder approval is obtained.
- viii) Mr Carroll has not received any Performance Rights under the GEIP that is presented to this Meeting.
- ix) Mr Carroll is also the only person referred to in Listing Rule 10.14 who has received Performance Rights under the GEIP since shareholder approval was last obtained on 29 May 2017. Details of the grants made to Mr Carroll are as follows:

a) FY17 Grant: Following shareholder approval at the Annual General Meeting held on 29 May 2017 Mr Carroll received a grant of 142,249 Performance Rights, which are subject to the vesting conditions as set out in the Explanatory Memorandum attached to the Notice of Meeting. Those Performance Right have since lapsed;

b) FY18 Grant: Mr Carroll also received a grant of 198,847 Performance Rights on 20 July 2018. Those Performance Rights are subject to the vesting conditions as set out in the Explanatory Memorandum attached to the Notice of Meeting. If those Performance Rights vest in FY21 the acquisition price payable is \$0.00. No shareholder approval was obtained for the FY18 grant and therefore, if those Performance Rights vest, the Company will acquire shares on market to satisfy the vesting of those Performance Rights; and

c) FY19 Grant: Following shareholder approval at the Annual General Meeting held on 17 April 2019 Mr Carroll received a grant of 198,119 Performance Rights, which are subject to the vesting conditions as set out in the Explanatory Memorandum attached to the Notice of Meeting. If those Performance Rights vest in FY22 the acquisition price payable is \$0.00.

- x) Performance Rights issued under the GEIP will be published each year in the Annual Report. The Annual Report will note that approval for issue of those securities was obtained under ASX Listing Rule 10.14

l) Directors' Recommendation

The Directors (with Mr Carroll abstaining) unanimously recommend shareholders vote in favour of Resolution 5 set out in the Notice of Meeting.

3.3 Resolution 6 – Ratification of Share Issued

a) Summary

On 22 April 2020, the Company announced that it had issued 167,337,066 Shares by way of placement to institutions (the **Placement Shares**). The institutional placement represented approximately 25% of the Company's share capital prior to the institutional placement but including share capital issued under the concurrently run entitlement offer. The first 100,402,240 of the Placement Shares constitute 15% of the Company's share capital (**First 15% Placement Shares**).

b) Shareholder ratification

- i) Listing Rule 7.1 provides that a listed entity must not, subject to specified exceptions, issue or agree to issue equity securities during any 12 month period if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.
- ii) On 31 March 2020 the ASX issued Class Waiver Decision – Temporary Extra Placement Capacity which permitted G8 to apply Listing Rule 7.1 as if the variable 'B' in the formula in that rule was 25% rather than 15%.
- iii) An issue of equity securities which is made with the approval of shareholders is not counted towards the 15% limit in Listing Rule 7.1.

- iv) Listing Rule 7.4 provides that an issue of securities made by a listed company without the prior approval of its shareholders may be treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if:
- at the time the issue took place, it did not breach Listing Rule 7.1; and
 - shareholders subsequently ratify the issue.
- v) Resolution 6 is proposed for the purpose of ratifying the issue of the First 15% Placement Shares so that they are not counted towards the Company's 15% limit under Listing Rule 7.1.
- vi) While there is no current intention to raise additional capital, the Directors consider it sound practice to maximise the Company's fund-raising flexibility and to create opportunities for increasing shareholder value by seeking shareholder ratification of the issue of the First 15% Placement Shares under Listing Rule 7.4 so that the Placement is not counted towards the Company's 15% limit under Listing Rule 7.1.
- vii) If this Resolution 6 is passed, the issue of the First 15% Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issue date. If this Resolution 6 is not passed, the issue of the First 15% Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.
- viii) Listing Rule 7.5 requires the following information concerning the issue of the Placement Shares to be included in the Notice of Meeting:

Number of Shares issued for which approval is sought:	100,402,240 Shares
Price at which the Shares were issued:	\$0.80 per Share
Terms of the Shares:	The Shares rank equally in all respects with the existing Shares on issue
Names of the persons to whom the Company issued the Shares or the basis on which those persons were determined:	The Shares were issued pursuant to an institutional placement to existing and new institutional investors
Intended use of the funds raised:	To repay debt, increase cash on hand and pay transaction costs which will provide additional liquidity to support the continuation of the Group's operations through the period impacted by COVID-19, while also strengthening the Balance Sheet to position the Group for further growth opportunities during the recovery phase.
Voting exclusion statement:	A voting exclusion statement relating to Resolution 6 is included in the Notice of Meeting

c) Directors' Recommendation

The Directors unanimously recommend shareholders vote in favour of Resolution 6 set out in the Notice of Meeting.

GLOSSARY

TERM	DEFINITION
ASX	ASX Limited.
Board	The Company's Board of Directors.
Closely Related Parties	In relation to a member of the Key Management Personnel, means: <ol style="list-style-type: none"> a spouse or child of the member; a child of the member's spouse; a dependent of the member or member's spouse; anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company; a company which the member controls; or a person prescribed by the Corporations Regulations 2001 (Cth).
Company	G8 Education Limited.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice of Meeting.
GEIP	The G8 Executive Incentive Plan.
Key Management Personnel	Has the same meaning as in the accounting standard AASB 124 and, generally speaking, includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company and all Company executives reporting to the Company's Chief Executive Officer and Managing Director.
Listing Rules	The listing rules of ASX.
Meeting	The annual general meeting of the Company to be held at the time and place specified in the Notice of Meeting.
Notice of Meeting	The Company's notice of annual general meeting and accompanying Explanatory Statement.
Proxy Form	The proxy form that accompanies the Notice of Meeting.
Remuneration Report	The remuneration report for the Company contained in the Company's 2018 Annual Report.
Resolutions	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share.



G8 Education^{ltd}