



G8 Education Limited

ABN 95 123 828 553

Securities Trading Policy



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1. Purpose

The purpose of this Securities Trading Policy (the **Policy**) is to:

- ensure Directors, executives and employees of the Company are aware to the illegality of insider trading and communication of non-public, price-sensitive information;
- establish guidelines and restrictions in relation to Dealings in Securities;
- ensure that public confidence is maintained in the reputation of the Company; and
- highlight the fact that it is the responsibility of each individual to ensure that they comply with this Policy and insider trading laws generally.

Section 8 sets out the definitions used within this Policy.

2. Scope

This Policy applies to all full-time, part-time and casual employees, directors, officers, contractors, secondees, trainees and consultants of the Company (“**G8 People**”). Compliance with this Policy is a condition of employment or a contract for service with the Company. Specific requirements only apply to Specified Officers, as outlined in section 6.

3. Overview of Insider Trading

Inside information is defined in Section 8 and includes information that:

- is not generally available; and
- a reasonable person would expect it to have a material effect on the price or value of Securities, or a decision to buy or sell Securities, if it were generally available.

Dealing in Securities while in the possession of Inside information is referred to as “insider trading”. Insider trading is prohibited by the Corporations Act. The prohibition applies to all G8 People, not just to the Company’s Directors and KMP.

It is illegal for any person with Inside information about G8 (or another company) that is not publicly known to:

- Deal in Securities of G8 (or another company), or procure, arrange or encourage another person to Deal in Securities of G8 (or another company); or
- tip, communicate or pass on Inside information to another person (including any colleagues, family or friends) who is likely to Deal in Securities in G8 (or another company).

An offence is committed even if the person to whom the Inside information is provided is told not to Deal in Securities until a public announcement is made if it is thought likely that the person will disregard that instruction.

Information becomes “generally available” once it has been published and enough time has elapsed for it to be disseminated in the market.

The prohibition on insider trading applies to anyone inside or outside the Company who has non-public information that may affect the price or value of the Securities.

4. Restrictions on Dealing that apply to all G8 People

All G8 People must not Deal (or procure another to Deal) in Securities at any time that they may have Inside information.

All G8 People are also prohibited from Dealing in the securities of outside companies about which they acquire Inside information through their position with the Company.

The requirements imposed by this Policy are in addition to any legal prohibitions on insider trading, a breach of which could expose the individual to prosecution, fines, damages and/or imprisonment.

If you are in doubt, consult with the Company's Chief Legal Officer.

5. Restrictions on Dealing that apply to Specified Persons

5.1 Specified Persons

For the purpose of this Policy, "**Specified Persons**" means:

- (a) G8 Directors;
- (b) members of the G8 Executive Leadership Team, which includes all KMP;
- (c) any direct report or executive assistant to a member of the G8 Executive Leadership Team;
- (d) any other employee of the Company who has been advised by the Chief Legal Officer from time to time that they are "Specified Persons" for the purposes of this Policy; and
- (e) a spouse, child, spouse's child, a dependent of the person or person's spouse, any other family member of the person who is in a position of influence over, or may be influenced by, the person, or a company controlled by the person, or other **closely related parties** (as that term is defined in the Corporations Act) of the persons specified in paragraphs (a) to (d) above.

5.2 Trading Windows

Specified Persons must not Deal in the Company's Securities unless such Dealing occurs within the following "**Trading Windows**":

- during the 4 week period commencing the day after the half year or full year results are released to the ASX;
- during the 4 week period commencing the day after the conclusion of the Company's Annual General Meeting;
- during the 4 week period commencing the day after the Company makes any other cleansing or comprehensive release to the ASX (e.g. an Investor Day presentations where an update regarding the Company's financial performance or expectations is provided); or
- any other period the Board determines.

Any period outside the Trading Windows is a closed period.



Even during a Trading Window a Specified Person must be aware of their obligations with respect to insider trading (refer to section 3) and must not Deal in Securities at any time they are in possession of Inside information.

The Board may at any time determine that a Trading Window is open or closed, including being varied for all Specified Persons or a subset of persons.

Dealings by Specified Persons outside of the Trading Windows is only permitted in exceptional circumstances (see section 5.4) or for excluded trading (see section 5.5), but in any event must not occur without the Chair's approval or, in the case of the Chair, the approval of the Chair of the Audit and Risk Management Committee.

5.3 Short term holdings and speculative trading

Shareholder and market confidence in the integrity of the Company may be damaged by Directors, executives and certain other employees engaging in speculative trading in the Securities.

Accordingly, Specified Persons are prohibited from Dealing in the same Securities within a 3-month period.

Additionally, the entering into of all types of protection arrangements for any Securities that are held directly or indirectly by a Specified Person (including both in respect of vested and unvested shares in any employee share plan) are prohibited at any time, irrespective of whether such protection arrangements are entered into during Trading Windows (defined below) or otherwise.

For the avoidance of doubt and without limiting the generality of the Policy, entering into “**protection arrangements**” includes entering into transactions which:

- (a) amount to short selling of Company Securities beyond the Specified Person's holding of shares;
- (b) operate to limit the economic risk of the Specified Person's shareholding; or
- (c) otherwise enable the Specified Person to profit from a decrease in the market price of shares.

The above restriction does not apply to the exercise of options granted to employees under any employee incentive plans.

5.4 Exemption for Exceptional Circumstances

Exemption may be granted in exceptional circumstances for Specified Persons to sell (but not purchase) Securities.

The Chair (in the case of a Director), the Chair of the Audit and Risk Management Committee (in case of the Chair) and the Managing Director (in all other cases) may grant an exemption in writing (by email or otherwise) in circumstances of severe financial hardship or other exceptional circumstances (e.g. a Court order) and where the proposed sale is the only reasonable course of action available if he/ she is satisfied that the Specified Person is not privy to any non-public, price-sensitive information and is satisfied that permitting the Specified Person to sell those Securities will not expose the Company to any illegality or reputational damage.

An application for exemption for any proposed sale of Securities must be made in writing to the relevant approver setting out:

- (a) the details of the proposed Dealing, including an explanation as to the exceptional circumstances;
- (b) the number and type of the Securities the subject of the application;
- (c) the proposed date(s) for executing the proposed sale(s); and
- (d) the reason the exemption is requested.

If an exemption is granted, the Specified Person will be notified in writing (which may be by email) and in each circumstance the duration of the exemption to sell Securities will be two business days or as otherwise nominated by the relevant approver.

Where an exemption is refused, it is final and binding on the Specified Person and the Specified Person must keep all information relating to the waiver confidential.

The Chief Legal Officer must be provided with and will keep a written record of:

- (a) any applications for an exemption received in connection with this Policy; and
- (b) any exemption granted under this Policy.

5.5 Excluded Trading

Specified Persons may Deal in the Company's Securities if Dealing falls in within one of the following circumstances (**Excluded Trading**):

- (a) transfers of Securities already held into a superannuation fund or other saving scheme in which the Specified Person is a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where a Specified Person is a trustee, trading in the Company's Securities by that trust provided the Specified Person is not a beneficiary of the trust and any decision to Deal outside of a Trading Window is taken by the other trustees or by the investment manager independently of the Specified Person;
- (d) a disposal of Securities arising from the acceptance of a takeover offer or a scheme of arrangement;
- (e) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Company's Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renouncing pro rata issue;
- (f) participation in an employee, executive or director equity plan operated by the Company. For example, applying for an allocation of securities under an employee equity plan offer or the exercise (but not the sale of securities following) of an option or a right under an employee incentive scheme; and



- (g) trading under a non-discretionary trading plan for which prior written clearance has been provided by the Company's Board and where:
 - (i) the Specified Person did not enter into the plan or amend the plan outside of a Trading Window; and
 - (ii) the trading plan does not permit the Specified Person to exercise any influence or discretion over how, when or whether to trade; and
 - (iii) the Company's trading policy does not allow for the cancellation of the trading plan outside of a Trading Window other than in exceptional circumstances.

For the avoidance of doubt, such Dealings are still subject to the overriding prohibition on insider trading referred to in Section 3 (where applicable).

5.6 Hedging

Specified Persons must not enter into any options, derivatives or other arrangements (including hedging contracts) which operate to limit the economic risk of either unvested or vested holdings in the Company's Securities.

This restriction applies to unvested entitlements under the Company's executive and employee share plans. It also applies to vested securities including shares, options and derivatives.

5.7 Margin lending

Any Dealing in the Company's Securities by a Specified Person pursuant to a margin lending arrangement is not permitted. Such Dealings would cover:

- (a) entering into a margin lending arrangement in respect of the Company's Securities;
- (b) transferring Securities in the Company into an existing margin loan account; and
- (c) selling Securities in the Company to satisfy a call pursuant to a margin loan.

6. Notification of Dealings

The notification requirements in this section 6 apply to Dealings by Directors and the Executive Leadership Team, including all KMP.

If a Director or member of the Executive Leadership Team (or any **closely related party** of a Director or member of the Executive Leadership Team) proposes to Deal in the Company's Securities, they must comply with the following process:

- (a) they must first complete the notification form set out in the Schedule and provide the form to the Chief Legal Officer;
- (b) the Chair (or the Chair of the Audit & Risk Management Committee, as applicable) must sign the form set out in the Schedule; and

- (c) they must notify the Chief Legal Officer within 2 business days after Dealing in Securities and must provide such other information requested by the Chief Legal Officer to enable the relevant ASX disclosure to be made.

7. General

7.1 Confidentiality

All G8 People are bound to regard the information they hold about the Company which has not been disclosed to the ASX as confidential and may not pass that information on to any relative or other third party.

7.2 Compliance with this Policy

All G8 People are responsible for ensuring that they understand and comply with this Policy. Should they have any questions or require any information, they should contact the Chief Legal Officer for assistance.

This Policy is not intended to be an exhaustive statement of the law and should not be relied as legal advice.

A breach of this Policy is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law.

7.3 Policy Responsibility

This Policy may only be amended by approval of the Board.

The Board will review the policy annually or sooner as required.

For questions relating to this Policy please contact the Chief Legal Officer.

8. Definitions

“ASX”	means the Australian Stock Exchange Ltd.
“closely related party”	has the meaning set out in the Corporations Act.
“Company”	means G8 Education Limited (ASX:GEM).
“Corporations Act”	means the Corporations Act 2001 (Cth).
“Dealing” or “Deal”	includes: <ul style="list-style-type: none"> • buying or otherwise applying for securities, whether on or off market; • selling or otherwise disposing of securities, whether on or off market; • arranging for someone else to buy, sell or otherwise apply for or dispose of securities; • margin lending, stock lending or other financing arrangements related to securities; • issuing, underwriting or varying the terms of securities; and • transferring legal ownership of securities, even where beneficial ownership does not change.



“Director”	means a director of the Company.
“Excluded Trading”	has the meaning set out in Section 5.5.
“Executive Leadership Team”	means the executive leadership team of the Company from time to time, which includes the KMP and any other person so designated that reports to the Chief Executive Officer.
“G8 People”	has the meaning set out in Section 2 of this Policy.
“Inside information”	<p>refers to non-public, material information that if disclosed could reasonably be expected to have a material impact on the price or value of the Company’s Securities, including but not limited to:</p> <ul style="list-style-type: none">• events that may have a material impact on the Company’s financial performance;• information that the Company’s earnings will be materially different to market expectations;• corporate actions e.g. securities issues, capital raising or dividend announcements;• material litigation or other legal matters;• execution and termination of material agreements;• material divestments or acquisitions;• giving or receiving a takeover notice;• information which may have a material adverse affect on the Company’s reputation.
“KMP”	means Key Management Personnel of the Company as that term is defined in the Accounting Standard AASB 124 Related Party Disclosures.
“Securities”	means shares, options, notes, bonds and other debentures or any derivatives of those securities.
“Specified Persons”	has the meaning set out in Section 5.
“Trading Window”	has the meaning set out in section 5.2.

Schedule

Notification by Director or Executive Leadership Team member

Name of person dealing in Company's securities	
Number and type of securities	
Type of dealing	
Proposed date of dealing (closing date)	

I confirm that:

- (a) I am not in possession of any information that, if generally available, might materially affect the price or value of the Company's securities; and
- (b) the transaction in the Company's securities described above does not contravene the Company's Securities Trading Policy.

.....
Signed

.....
Date

Chair

I am not aware of any circumstance pursuant to which the Director or member of the Executive Leadership Team named above is, or is likely to be, in possession of information that if generally available might materially affect the price or value of the Company's securities.

.....
Signed

.....
Date