



G8 Education Limited

ABN 95 123 828 553

Directors' and KMP Shareholdings Policy



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1 Purpose

This Policy applies to the Non-Executive Directors (“**NEDs**”) and key management personnel (as defined in Accounting Standards AASB 124 *Related Party Disclosures*) (the “**KMP**”) of G8 Education Limited (“**Company**”).

The purpose of this Policy is to:

- strengthen the alignment between the interests of the NEDs and KMP and the interests of shareholders; and

- encourage focus on building long term shareholder value,

by encouraging the NEDs and KMP to build a minimum shareholding in the Company and maintain it during their tenure.

2 Policy

NEDs and KMP are encouraged to:

- acquire shares in the Company within twelve months from appointment;
- acquire and hold a minimum shareholding in the Company approximately equivalent to 1 times the annual NED and KMP base fee or salary¹ (the “**minimum shareholding**”); and
- reach the minimum shareholding within five years of appointment.

Shares must not be acquired where the acquisition of such shares would risk breaching the Company’s Securities Trading Policy, the Corporations Act 2001 (*Cth*) or any insider trading laws, in which case the Board may determine a longer timeframe for NEDs and KMP to acquire the minimum shareholding.

For new appointees, NEDs and KMP may start to acquire shares in the Company during the period they are engaged in an observer category (“**Observer**”) prior to receiving all necessary regulatory approvals for appointment. For NEDs this will allow the Observer to acquire shares before commencing their tenure, and before the Appendix 3X (Initial Director’s Interest Notice) is required to be lodged with the ASX.

From time to time, NEDs and KMP may be restricted from trading in Company securities given their access to confidential or price sensitive insider information which is not complete or disclosable under the ASX Listing Rules. This may impact their ability to meet the minimum shareholding target within the five-year time frame. As a result, this time frame may be extended at the Board’s discretion.

¹ Relates to the base fee or salary, excluding Committee fees, and before tax and superannuation contributions.

3 NED and KMP Responsibilities

When acquiring Company shares, NEDs and KMP must adhere to the Company's Securities Trading Policy, the Corporations Act 2001 (*Cth*) and any other insider trading laws. In particular, NEDs and KMP must not trade in the Company's shares, options or derivatives (collectively referred to as "**securities**") while in possession of price sensitive information, or during Black-out Periods (although an exemption to trade during a Black-out Period may be granted in exceptional circumstances).

In accordance with ASX Listing Rules, all changes to Directors' Interests in Company securities must be notified to the ASX within 5 business days after the change occurs. All NEDs and KMP's must promptly notify the Company Secretary of any changes in their interests to allow notification within the required timeframe.

4 Review of Policy

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

Last reviewed: January 2021