

2024

Notice of Annual General Meeting



G8 Education^{ltd}





NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**Meeting**) of G8 Education Limited (**Company**) is to be hosted as a hybrid meeting (both virtually and in person) as follows:

Date: Tuesday, 7 May 2024

Time: 11.00am (AEST)

Venue: Online at <https://meetings.linkgroup.com/GEM24> and
In person at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000

The Company will deliver its 2024 Annual General Meeting as a hybrid meeting, comprising a virtual meeting as well as an in-person meeting.

The Company is pleased to provide shareholders with the opportunity to attend and participate in the Meeting either in person or through the Link Market Services virtual meeting platform, which allows shareholders attending virtually to watch and listen to the Meeting, to ask questions in relation to the business of the Meeting both orally and by submitting written questions using the online facility and to vote online in real time during the Meeting.

Instructions for attending are below.

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://meetings.linkgroup.com/GEM24> 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 in the Online Platform Guide which is available at <https://g8education.edu.au/agm2024/>.

Attendance in person

The Meeting will also be held in person at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000.

AGENDA

ITEMS OF BUSINESS

Financial Statements and Reports

To receive and consider the Company's annual financial report, Directors' report and auditors' report for the financial year ended 31 December 2023.

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 2023 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 – Ms Margaret Zabel

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

"That Ms Margaret Zabel who, having been re-elected on 19 May 2021 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."

No 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, Ms Margaret Zabel and her associates will abstain from voting on the resolution relating to her re-election (except as a proxy for another person who is entitled to vote).

Resolution 3: Re-election of a Director – Ms Antonia Thornton

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

"That Ms Antonia Thornton who, having been re-elected on 27 April 2022 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."

No 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, Ms Antonia Thornton and her associates will abstain from voting on the resolution relating to her re-election (except as a proxy for another person who is entitled to vote).

Resolution 4: Increase in Non-Executive Director Fee Cap

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

"That, for the purpose of Listing Rule 10.17, Article 50(a) of the Company's Constitution and for all other purposes, the maximum aggregate annual amount of Directors' fees that may be paid by the Company to all of its non-executive Directors be increased by \$250,000 from \$1,100,000 to \$1,350,000."

Short explanation

The Directors' fee cap has not been increased since 2017. The Company seeks approval for an increase to the cap amount to provide flexibility to add skills to the Board composition that may be necessary to best manage the Company in the interests of all Shareholders, and to ensure non-executive Directors are appropriately remunerated (taking into account industry benchmarking). There will be no changes to non-executive Director fees in 2024. Please refer to section 2.5 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 under the 2024 G8 Executive Incentive Plan to Managing Director and Chief Executive Officer

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 755,347 Performance Rights to the Company's Managing Director and Chief Executive Officer, Mr Pejman Okhovat; and
- (b) for the purpose of section 200E of the Corporations Act, to the giving of a benefit to the Company's Managing Director and Chief Executive Officer, Mr Pejman Okhovat, in connection with any vesting of those Performance Rights on the cessation of Mr Okhovat'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 2.6 of the Explanatory Statement."

Short explanation

The Company seeks Shareholder approval to grant Performance Rights to Mr Pejman Okhovat, Managing Director and Chief Executive Officer, under the G8 Executive Incentive Plan. The Company also seeks Shareholder approval, in the event that Mr Okhovat ceases employment with the Company in certain circumstances, for the giving of a termination benefit. Please refer to section 2.6 of the Explanatory Statement for further information.

Voting Exclusion

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

Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

BY ORDER OF THE BOARD OF DIRECTORS



Debra Singh, Chair
2 April 2024



VOTING INFORMATION

Entitlement to vote

The Company may specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' 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 **3 May 2024 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;
- 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://meetings.linkgroup.com/GEM24> 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 30 minutes before the commencement of the Meeting at 11.00am (AEST) on Tuesday, 7 May 2024 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://g8education.edu.au/agm2024/>.

Voting in person

A Shareholder who is entitled to attend and vote at the Meeting may vote in person by attending the Meeting on Tuesday, 7 May 2024 at 11.00a.m. (AEST) at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000.

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 attached 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.

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 three of the Resolutions to be considered at the Meeting. These voting exclusions are described below.

VOTING INFORMATION

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 member of 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: Increase in Non-Executive Director Fee Cap

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

- by or on behalf of any Director, or any of their associates, regardless of the capacity in which the votes are cast; or
- by or on behalf of any person who is a Key Management Personnel as at the time the resolution is voted on at the Annual General Meeting, or any of their Closely Related Parties, as a proxy.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides, even though Resolution 4 is in connection with the remuneration of Key Management Personnel; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Issue of Performance Rights under the 2024 G8 Executive Incentive Plan to Managing Director and Chief Executive Officer

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

- by or on behalf of Mr Pejman Okhovat, 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 member of 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.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides, even though Resolution 5 is in connection with the remuneration of Key Management Personnel; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

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 voting outcome of the balance of the Resolutions will not be affected.

2. ITEMS OF 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 2023) 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 2023 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 2023 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 – Ms Margaret Zabel

(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(a) or 47(b) of the Company's constitution is eligible for re-election.
- (iv) Ms Margaret Zabel was last elected as a Director of the Company on 19 May 2021.
- (v) Ms Margaret Zabel 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.

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(b) Summary of Experience

A summary of Ms Margaret Zabel's experience and qualifications appears below.

Margaret Zabel is a specialist in customer centred business transformation, brand strategy, innovation, digital communications, customer experience and change leadership. She has 20 years senior executive experience working across major companies and brands in FMCG, food, technology and communications industries including multinationals, ASX 100 and not-for profits. Her previous roles include National Marketing Director for Lion, VP Marketing for McDonald's Australia and CEO and Board Director of The Advertising Council of Australia. Margaret has also served as a Non-Executive Board Director for the mental health charity R U OK? and is currently a Non-Executive Director on the Boards of Select Harvests, The Reject Shop, Collective Wellness Group and Fairtrade AUNZ.

Special responsibilities:

- Chair of Nomination Committee since 25 October 2023
- Member of Nomination Committee until 24 October 2023
- Member of People, Culture & Education Committee
- Chair of the Property Committee until 31 March 2023

Other current listed public Company Directorships: The Reject Shop (appointed 4 June 2021) and Select Harvests (appointed 1 October 2022).

(c) Directors' Recommendation

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

2.4 Resolution 3 - Re-election of a Director – Ms Antonia Thornton

(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(a) or 47(b) of the Company's constitution is eligible for re-election.

(iv) Ms Antonia Thornton was last elected as a Director of the Company on 27 April 2022.

(v) Ms Antonia Thornton 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 Ms Antonia Thornton's experience and qualifications appears below.

Toni Thornton has worked in corporate finance agencies for more than 15 years. She brings a strategic commercial focus to the G8 Education Board, having previously held senior positions with JBWere, Goldman Sachs JBWere and NAB. Toni has more than 10 years' experience in audit at board level and holds a Master of Law in Enterprise Governance through Bond University. Current directorships include Star Entertainment Group Limited, CS Energy (including Chair of the Finance Risk and Assurance Committee) and Millova Pty Ltd as well as being a Founding Director of the private childcare enterprise Habitat Early Learning. Toni was previously a Board Member of South Bank Corporation, boutique developer Devcorp and the Gallipoli Medical Research Foundation. During her time with a leading global investment bank, Toni gained significant strategic advisory experience with prominent Queensland listed companies, large private companies and Profit-for-Purpose groups including a number of Queensland's major hospital groups.

Special responsibilities:

- Member of the Audit & Risk Management Committee
- Member of the Nomination Committee
- Member of the Property Committee until 31 March 2023

Other current listed public Company Directorships: Star Entertainment Group Limited (appointed 17 October 2023).

(c) Directors' Recommendation

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



EXPLANATORY STATEMENT

2.5 Resolution 4 - Increase in Non-Executive Director Fee Cap

(a) Background

- (i) Under Listing Rule 10.17, the Company must not increase the total aggregate amount of Directors' fees payable by the Company to all of its non-executive Directors without the approval of shareholders.
- (ii) Article 50(a) of the Company's Constitution limits the aggregate amount of Directors' fees which the Company may pay to the non-executive Directors to an amount or value determined by the Board which does not in any financial year exceed in aggregate the amount last determined by the Company in general meeting (Fee Pool).
- (iii) The current Fee Pool of \$1,100,000 was approved by Shareholders at the Company's 2017 Annual General Meeting. Details of the remuneration paid to the Company's non-executive Directors during the financial year ended 31 December 2023 are set out in the Remuneration Report.
- (iv) Shareholder approval is sought to increase the Fee Pool by \$250,000 to \$1,350,000. The Fee Pool has not been increased since 2017. The Company seeks approval for an increase to the Fee Pool to provide flexibility to add skills to the Board composition that may be necessary to best manage the Company in the interests of all Shareholders, and to ensure non-executive Directors are appropriately remunerated (taking into account industry benchmarking). If Resolution 4 is not passed, the Company may not have the flexibility it requires to add appropriate members to the Board in the future.
- (v) In accordance with Listing Rule 10.17, the Fee Pool is inclusive of superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice on a pre-tax basis.
- (vi) Although an increase in the Fee Pool is being sought, it does not imply that the full amount will be used. Also, it is emphasised that the Fee Pool is a maximum annual limit and does not indicate that fees will necessarily be increased accordingly to that limit. Full details of the remuneration arrangements applicable to non-executive Directors will be set out in the Company's annual remuneration report, which must be submitted for adoption by resolution of Shareholders at every Annual General Meeting.
- (vii) There will be no changes to non-executive Director fees in 2024.

(b) Listing Rule 10.17 requirements

For the purposes of Listing Rule 10.17, the following information is provided about Resolution 4:

- (i) the amount of the increase: \$250,000 per annum
- (ii) the maximum aggregate amount of director's fees that may be paid to all of the Company's non-executive directors: \$1,350,000
- (iii) no securities have been issued to any non-executive director under Listing Rule 10.11 or 10.14 with the Company's shareholders' approval within the last 3 years

(c) Director's Recommendation

Mr Pejman Okhovat, as executive Director of the Company, recommends that Shareholders vote in favour of Resolution 4. The non-executive Directors do not make a recommendation as to how Shareholders should vote on the resolution, as each of the non-executive Directors has a personal interest in the subject matter of the resolution.

2.6 Resolution 5 - Issue of Performance Rights under the 2024 GEIP to Managing Director and Chief Executive Officer

(a) Introduction

Resolution 5 seeks Shareholder approval for the granting of 755,347 Performance Rights to the Company's Managing Director and Chief Executive Officer, Mr Pejman Okhovat, under the GEIP, as well as Shareholder approval for the vesting of the Performance Rights granted to Mr Okhovat in the event that Mr Okhovat ceases employment with the Company in certain circumstances.

(b) 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 granting of Performance Rights to Mr Okhovat would be a relevant acquisition of securities under Listing Rule 10.14.1 as Mr Okhovat is a Director of the Company. Resolution 5 therefore seeks approval from Shareholders for the proposed grant of Performance Rights to Mr Okhovat pursuant to the GEIP.
- (ii) If Resolution 5 is passed, the Company will be able to proceed with the issue of Performance Rights under the GEIP, providing adequate remuneration (in the Board's opinion) to Mr Okhovat.

EXPLANATORY STATEMENT

- (iii) If Resolution 5 is not passed, the Company will not be able to proceed with the issue of Performance Rights under the GEIP, and adequate remuneration will (in the Board's opinion) not be provided to Mr Okhovat.
- (iv) 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.
- (v) In addition, the Company seeks Shareholder approval pursuant to section 200E of the Corporations Act for vesting of the Performance Rights granted to Mr Okhovat in the event that Mr Okhovat ceases to be employed by the Company in certain limited circumstances, as specified in Mr Okhovat's individual personalised offer document. Such circumstances include termination without cause, redundancy, death or permanent disability.
- (vi) Under section 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 Okhovat ceases to be employed by the Company. The pro rata vesting of Mr Okhovat's Performance Rights, in those limited circumstances, may amount to the giving of a Termination Benefit requiring Shareholder approval under section 200E of the Corporations Act. As such, Shareholder approval is sought for these purposes.
- (vii) The number of Performance Rights that may vest on cessation of Mr Okhovat's employment for retrenchment or redundancy is calculated on a pro-rata basis using the following formula:
- The number of Performance Rights that may vest on cessation of Mr Okhovat's employment for termination without cause, death or permanent disability is determined by the Board in its sole discretion.
- All Performance Rights will lapse (and will not vest) on cessation of employment for resignation or termination with cause.
- (viii) 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 Okhovat**
- (i) The Board's People, Culture and Education Committee believes that the offer of Performance Rights under the GEIP is an important part of Mr Okhovat's remuneration and has concluded that the remuneration for Mr Okhovat (including the proposed grants of Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Okhovat's duties and responsibilities as Managing Director and Chief Executive Officer of the Company.
- (ii) The proposed grant of Performance Rights is intended to align Mr Okhovat's remuneration with Shareholders' longer-term interest and to incentivise him to meet relevant performance hurdles.

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



EXPLANATORY STATEMENT

(d) Mr Okhovat's remuneration package

Mr Okhovat's 2024 Total Target Remuneration is as follows:

- (i) Total Fixed Remuneration of \$950,000 (annualised);
- (ii) a Special Equity Award comprising 1,267,740 Performance Rights, issued to Mr Okhovat in February 2023, representing a value equal to \$1,450,000. The value of each Performance Right, being \$1.14376734 per Share, was determined using the 5-day volume weighted average price of the Shares up to and including 9 January 2023, which was the period immediately following Mr Okhovat's commencement of employment with G8 Education. The Special Equity Award Performance Rights will vest in March 2025, subject to satisfaction of performance hurdles, with any shares required to meet the grant to be acquired by the Company on-market;
- (iii) Sign-On Equity Grants (one granted in 2023 and one to be granted in 2024) of G8 Education Limited shares equivalent to forfeited long-term incentives, to be purchased and issued at the applicable time of vesting and following notification of the relevant vesting outcomes from Mr Okhovat's prior employer (Woolworths Group Limited). The number of G8 Education Limited shares is calculated as the amount that would have been received (if applicable) at the time of vesting at Woolworths Group Limited and will be paid in equivalent value (\$) in G8 Education Limited shares based on a 5-day volume weighted average price (VWAP) following notification of Woolworths Group Limited's vesting outcomes.
 - The 2023 Sign-On Equity Grant shares (637,207 G8 Education Limited shares) were purchased on-market by the G8 Education Employee Share Scheme Trust on behalf of G8 Education Limited for \$618,227.23 around November 2023 and issued to Mr Okhovat.
 - The 2024 Sign On Equity Grant shares (being up to an equivalent maximum of 38,514 Woolworths Group Limited shares at the relevant time) will be purchased on market by the G8 Education Employee Share Scheme Trust on behalf of G8 Education Limited at the appropriate time;
- (iv) a target STI (short-term incentive) opportunity of up to 75% of Total Fixed Remuneration (i.e., \$712,500); and

- (v) an LTI (long-term incentive) grant comprising Performance Rights of a value equal to \$950,000 (being 100% of Total Fixed Remuneration) calculated by dividing that amount by the value of each Performance Right (subject to Shareholder approval, as further set out in this section 2.6).

(e) Maximum number of Performance Rights to be issued to Mr Okhovat

If Shareholder approval is granted, the maximum number of Performance Rights that may be granted to Mr Okhovat in respect of the FY24 grant is 755,347.

The number of Performance Rights to be granted (subject to Shareholder approval) has been calculated by dividing the dollar value of Mr Okhovat's LTI opportunity (being \$950,000, as described in section 2.6(d)(v) above) by the value of each Performance Right, as calculated below.

(f) Value of Performance Rights

The value of each Performance Right, being \$1.2577 per Share, was determined using the 5-day volume weighted average price of the Shares up to and including 5 March 2024, which was the period immediately following the release of the Company's Annual Report, including the Financial Statements for the 2023 full year. On this basis, the Company has not obtained an independent valuation of the Performance Rights.

The Company uses Performance Rights because they create share price alignment between Mr Okhovat and ordinary shareholders but do not provide him with the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest and Shares are allocated.

(g) Price of Performance Rights upon being granted

The Performance Rights will be granted at no cost to Mr Okhovat. Once the vesting conditions attached to Mr Okhovat's Performance Rights (described in section 2.6(j) are satisfied (or waived)), the Performance Rights will be exercisable at an exercise price of \$0.00.

(h) The date that the Company will grant the Performance Rights under the LTI

Subject to Shareholder approval, it is anticipated that the Performance Rights will be granted to Mr Okhovat 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 Okhovat's Performance Rights, if approved by Shareholders under Resolution 5, will be made no later than 12 months after the date of the Meeting.

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(i) Important Dates

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

- Grant Date – expected to be on or around 21 May 2024 (subject to section 2.6(h))
- First Exercise Date – 1 March 2027, subject to satisfaction of the vesting conditions
- Last Exercise Date – 31 May 2027, subject to satisfaction of the vesting conditions

(j) Vesting Conditions

- (i) Mr Okhovat 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;
 - compound annual growth rate (CAGR) of reported (audited) earnings per share (EPS) as set out in Table 1 below, subject to adjustment for significant items as determined by the Board in its discretion; and
 - Absolute Total Shareholder Return (TSR) as set out in Table 2 below, subject to adjustment for significant items as determined by the Board in its discretion.

Table 1: Percentage of Performance Rights that vest based on EPS

CAGR of EPS ¹ over the three financial years ended 31 December 2026	Percentage of Performance Rights that vest
Less than 10%	0%
10% to 15%	25% -50% (pro rata)
Greater than 15%	50%

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

Table 2: Percentage of Performance Rights that vest based on TSR

TSR ² over the three financial years ended 31 December 2026	Percentage of Performance Rights that vest
Less than 12%	0%
12% to 15%	25% -50% (pro rata)
Greater than 15%	50%

2. Total Shareholder Return calculated as:

$$\frac{(\text{share price at end of period} - \text{share price at beginning of period}) + \text{dividends during the period}}{\text{share price at beginning of period}} \times 100$$

- (ii) The two equally weighted performance hurdles for the Performance Rights issued under the LTI are CAGR of EPS and Absolute TSR.

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 hurdle is maintained.

- (iii) These vesting conditions have been selected by the Board:
- to ensure that the Performance Rights only vest where demonstrable outperformance by the Company is achieved;
 - to align the interests of Directors and Shareholders; and
 - for simplicity and transparency of calculation.
- (iv) Any Performance Rights which fail to satisfy the above vesting conditions will lapse immediately and be incapable of vesting.

(k) Other Conditions

- (i) Mr Okhovat'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 Okhovat by the Company in respect of the Performance Rights.
- (iii) The Performance Rights will be subject to the Company's Malus & Clawback Policy, which allows for the malus or clawback of unvested Performance Rights in various circumstances including fraud, dishonesty, a breach of obligations, gross negligence and dismissal without notice.
- (iv) The Shares awarded on vesting of Mr Okhovat'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 Okhovat 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 products.
- (vi) If, in the Board's opinion, Mr Okhovat has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board



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may determine that any or all of his unvested Performance Rights will lapse (and become incapable of vesting).

- (vii) Mr Okhovat is the only person in a position referred to in Listing Rule 10.14 who is 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 Okhovat has previously received 1,267,740 Performance Rights under the GEIP (pursuant to the Special Equity Award), which will be satisfied by the Company acquiring shares on market in the event that they vest. There was no acquisition price to acquire those Performance Rights.
- (ix) Mr Okhovat has also previously received 774,119 Performance Rights under the GEIP pursuant to the 2023 LTI grant approved by shareholders at the 2023 Annual General Meeting. There was no acquisition price to acquire those Performance Rights.
- (x) Details of any Performance Rights issued under the GEIP will be published each year in the Annual Report. Where applicable, the Annual Report will note that approval for issue of those securities was obtained under ASX Listing Rule 10.14.

(I) Summary of GEIP Material Terms and Key Policy Settings

Set out below is a summary of the material terms and key policy settings of the GEIP. These terms may be adjusted by the terms of a participant's specific offer.

(i) Eligibility

The Board has the discretion to determine which executives are eligible to participate in the GEIP. The definition of employee under the terms of the GEIP include any full-time or permanent part time executive or officer or executive Director (thereby 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,

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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) 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.

(m) Directors' Recommendation

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



GLOSSARY

Term	Definition
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited.
Board	The Company's Board of Directors.
Closely Related Parties	In relation to a member of the Key Management Personnel, means: <ul style="list-style-type: none"> (a) a spouse or child of the member; (b) child of the member's spouse; (c) a dependent of the member or member's spouse; (d) 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; (e) a company which the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (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 Managing Director and Chief Executive Officer.
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.
Performance Right	A contractual right to receive a Share provided certain vesting conditions are satisfied (or waived)
Proxy Form	The proxy form that accompanies the Notice of Meeting.
Remuneration Report	The remuneration report for the Company contained in the Company's 2023 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}