

G8 Education Limited

ABN 95 123 828 553

Directors' and KMP Shareholdings Policy

Last Reviewed

November 2024

Next Review

November 2026 (PCE/Board)

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1. Purpose

This Policy applies to the Directors 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 Directors and KMP and the interests of shareholders; and
- encourage focus on building long term shareholder value.

The Policy details the minimum holding amount of shares expected to be held by Directors and KMP in the Company. This expectation is to be considered in light of any relevant factors such as diversity, hard ship and any other relevant factors as identified by the Board.

2. Policy

2.1 Directors and KMP are expected to:

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

2.2 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.

2.3 Each Director and KMP’s shareholding will be valued based on the share price at the time of acquisition, and includes shares granted to KMP under G8 Education incentive schemes/equity grants.

2.4 Where remuneration or fees increase, the 5 year requirement for the increased portion of the minimum shareholding begins from the date of the remuneration or fee increase.

2.5 For new appointees, Directors 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 Directors 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.

2.6 From time to time, Directors 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.*

2.7 It is not the intention of this Policy to financially disadvantage KMP or Directors and Securities may be traded to meet income tax and other financial obligations.

2.8 The Chair has the discretion to consider and agree to written requests for temporary exemption from compliance with the Policy, in consultation with the CEO.

3 NED and KMP Responsibilities

3.1 When acquiring Company shares, Directors and KMP must adhere to the Company's Securities Trading Policy, the Corporations Act 2001 (Cth) and any other insider trading laws. In particular, Directors and KMP may only trade in the Company's securities during permitted Trading Windows (as that term is defined in the Company's Securities Trading Policy), although an exemption to trade outside the Trading Windows may be granted in exceptional circumstances.

3.2 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 Directors 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

4.1 Unless the Board determines otherwise, this Policy will be reviewed on an every two years basis by the Board or its delegated committee.