

**Company:** G8 Education Limited (GEM) Annual General Meeting

**Date:** 29/04/2025

**Time:** 11:00 AEST

**[START OF TRANSCRIPT]**

Debra Singh: Good morning, everyone, and welcome to G8 Education's 2025 Annual General Meeting. My name is Debra Singh and I'm the Chair of G8 Education Limited. A quorum is present, and I declare the meeting now open.

I would like to begin by acknowledging the Yuggera People and the Turrbal People as the Traditional Custodians of Meeanjin, Brisbane, the lands on which we are conducting our meeting today. G8 Education acknowledges the Traditional Owners of the land on which we operate and pays our respect to Elders past and present. We recognise that Aboriginal and Torres Strait Islanders People have been nurturing and teaching children on these lands for thousands of years. We are grateful for the opportunity to work, learn and grow connections together as a united community.

The Company is delivering its 2025 Annual General Meeting as a hybrid meeting. The Company is pleased to provide shareholders with the opportunity to attend and participate in the meeting, either in-person or through an online meeting platform, where shareholders will be able to watch, listen, ask questions, submit written questions and vote online. I thank you for those that are in attendance today.

Please note that shareholders and proxyholders will be limited to asking two questions on each item. While we welcome all visitors attending the meeting today, please note that visitors are not permitted to ask questions or otherwise be involved in the proceedings.

I would now like to introduce my fellow directors, who are here with me today in Brisbane. Toni Thornton at the end, Margaret Zabel, Peter Trimble, Professor Julie Cugin, Stephen Heath, and our Managing Director and CEO, Pejman Okhovat. I also welcome Kellie McKenzie, our auditor from Ernst and Young, who is available to take questions, and Josie King, our Company Secretary.

Today I'll be giving a Chair's address, and this will be followed by a presentation from our Managing Director and CEO, Pejman Okhovat. I will then move onto the procedural matters of the meeting. I now am pleased to present my Chair's address.

To begin with, I will provide you with an overview of the Group's 2024 performance from an operational and strategic perspective, and Pejman will provide an update on the market operating environment, the progress in relation to execution of the Group's strategic focus, and the Group's trading performance for the year-to-date. Following Pejman's presentation, we will then move to the formal items of business.

I would like to welcome Stephen Heath to his first G8 Education AGM – welcome Stephen – as our newest Non-Executive Director. You will hear more from Stephen later in today's meeting.

Reflecting on 2024 as Chair, I can report it was a year focused on building a fit core and laying the strong foundations needed for consistent operational execution. Led by our

Managing Director and CEO, Pejman, his disciplined approach ensured we continued to deliver high-quality education and care for the children we serve.

The Board continues to have great confidence in his leadership and performance focus, and with the support of his Executive Leadership Team, and the one that is here with us today, to executing the strategy and achieving positive outcomes that benefit all of our stakeholders, which it clearly has delivered in calendar year 2024, with solid earnings recovery underpinned by improved operational performance for the year.

As we look back on 2024, it was a year marked by significant external pressures – cost-of-living and inflationary challenges, combined with a high-interest rate environment and tighter financial conditions. It's also been a tough year of ongoing regulator focus for the early childhood education and care sector, which brought with it both challenges and opportunities.

Early childhood education and care is central to the agenda at all levels of government. One of our most important goals in 2024 was advocating for long-term reforms that create a more equitable and sustainable early childhood education and care sector in Australia.

We've championed measures that entitle every child to access at least three days of care, provided more support for lower-income families, and continued our efforts to push for reforms, including backing the Productivity Commission's key recommendations to ensure all children get the best start in life.

By the end of 2024 we were proud to have more than 41,000 children attending our services each week, supported by over 10,000 passionate team members, all working together to deliver the best possible experience for the children in our care. It has been a privilege to witness the unwavering passion from every member of the G8 Education team, who continue to bring our purpose to life – Creating the Foundations for learning for life.

Our commitment to high standards of education and care was reflected in the fact that 93% of our long-day care centres are now meeting, or exceeding, the National Quality Standards, which is 2% above the sector average. Additionally, the launch of 1Place Childcare has proven to be another significant milestone, providing an integrated and accessible compliance management system for our team.

Importantly, we continue to recognise the benefits of sector collaboration and advocacy. We are a member of Early Learning and Care Council of Australia, and we took a front row seat at the 2024 Early Childhood Australia National Conference, as a sponsor, and showcasing our collaborative Digital Literacies@Play program.

Our focus on child safety remained unwavering. We continue to prioritise key child safety categories, actively gathering and responding to family feedback through our Always-On feedback channels. Our Net Promoter Score also increased to 50 points, reflecting the loyalty of families who trust us to care for their children.

In 2024, we were the first and only large ECEC provider to voluntarily join and take a lead role in multi-employer collective bargaining, alongside a number of small providers and unions. As a result, we were instrumental in landing our nation's first Multi-Employer Agreement. This outcome recognises the value and significant contributions of our team members working in our centre network, delivering the Federal Government-funded 15% award rate pay increase for early childhood education and care workers, over a two-year period, in the form of the ECEC Worker Retention Payment. Whilst it is early days for our

MEA, the first uplift in wages is already having a positive impact on employee engagement and retention.

Our team can be proud to have delivered strong improvements across the G8 Education network in 2024, and they have done so with a firm focus on our purpose. Our [ECG] (sic - ESG) also reflects our dedication to fostering positive change and contributing meaningfully to a sustainable and inclusive future.

This year we continued to advance our sustainability initiatives and made progress against our [ECG] strategy to embed ESG principles in alignment with our business objectives and strategic priorities. In 2024 we continued our progress on First Nations initiatives, with the delivery of 100% of our planned deliverables for our Reflect Reconciliation Action Plan, and G8 Education became a member of Supply Nation reinforcing our commitment to promote greater economic empowerment for Aboriginal and Torres Strait Islander peoples and communities and working towards Closing the Gap.

Pleasingly we have continued to strengthen our focus on our environmental sustainability, extending our solar panel rollout project, renewing our sustainability-linked loan, and transitioning 89% of fleet vehicles to hybrid. These initiatives highlight our ongoing commitment to taking proactive measures to reduce our environmental impact.

We are pleased to report that in 2024 we achieved solid financial performance while executing our strategic plan to build a fit core. We saw improvement across our six key focus areas, including team retention, quality ratings, family experience, and occupancy. Our financial health continued to strengthen, and we recorded a 14.8% increase in statutory Earnings Before Interest and Tax to \$152.8 million, with a Net Profit After Tax of \$67.7 million. This solid performance enables us to continue investing in our people services and future growth.

As Chair, I am proud to share and acknowledge the work that goes on each day, keeping children at the heart of everything we do. We sincerely – sincerely thank all our team members for their passion and dedication to the families and children in our care.

I would also like to thank you, our shareholders, for your continued commitment and support of G8 Education.

I will now hand over to our Managing Director to deliver his address. Thank you for attending today.

Pejman Okhovat: Thank you Debra, and good morning, everyone. 2024 was a year filled with positive and enriching experiences as we worked hard to build a fit core to continue to support our families, our team, and our 406 centres.

As Debra outlined, I'm going to provide you with an update on the operating environment, the progress in relation to the execution of our Group's strategic focus areas in 2024 and conclude with a brief trading update.

**2024 Operating Environment.** The operating environment for the sector was dynamic and challenging, with external market forces impacting the economy and creating cost-of-living pressures on our families, our centres and our own operating costs. Although labour market challenges have eased somewhat in recent months, during 2024 our focus remained steadfast on staff retention and engagement, and on key initiatives to continue to invest and develop our teams' capability.

At G8 Education our core areas of focus continue to safety compliance, retention and development of our team, the delivery of quality programs led by Early Childhood teachers and Educational Leaders, creating a great experience for our families and continue to refine our operations and ensuring we're sustainable for many years to come.

Our efforts in these areas delivered solid improvement year-on-year, one that we are proud of with the challenging backdrop in mind. These areas remain at the forefront of our evolved strategy as we continue to navigate the current environment and strive forward.

We are committed to further enhancing the quality of the education and care services we provide and enriching the daily experience for our families. We welcome the renewed focus by State Governments on preschool and kindergarten programs, as they align with our purpose of creating the foundations for learning through delivering high-quality early-childhood education.

**Sector Advocacy and Collaboration.** We've invested considerable time and resource in being a leading voice within sector discussions, particularly the findings from several key inquiries, including the Productivity Commission's ECEC Inquiry and the Multi-Employer Bargaining Process.

In 2024 we welcomed the release of the Productivity Commission's report into the Early Childhood Education and Care sector that included a range of recommendations for reform aimed at providing universal early learning and care access within the means of all families, for education and childcare, for all children up to five years of age.

We applaud the finalisation of the Multi-Enterprise Agreement that included better conditions and well-deserved increased rate of pay for workers in the Early Childhood and Care Sector, with early childhood educators receiving a 10% pay rise in December 2024, with a further 5% increase in December of this year.

We embrace these changes and the growing conditions that investing in the sector is an investment in the future generations and a broader economy. We will continue to support measures that improve accessibility, affordability, and inclusion for our families going forward. We look forward to continue to collaborate with all key government and sector stakeholders to shape a better future for the sector.

Now focusing on investing in our people. Our people are the foundations of our success, and in '25, we have placed even greater emphasis on strengthening and supporting our team. Attraction, retention and engagement have been key priorities, and we are proud of the progress that we have made. Employee engagement has increased to 78%, up from 76% last year, placing us above both the sector and national benchmarks.

In addition, team retention improved to 77% and we reduced vacancies by more than 50%, compared to the sector average of 22%. These results are a testament to our leadership teams' efforts in creating a positive, supporting working environment for our teams.

We are also proud of our Study Pathways program, which saw more than 2,300 team members engage in further education, ranging from Certificate to Bachelor levels, fully funded by G8 Education, while they continue to work. Additionally, we launched WonderLab, a new learning platform designed to support the ongoing development and growth of our teams.

Now moving onto safety and operational performance. Safety, as always, remains our number one priority. We take child protection and safeguard extremely seriously, demonstrated and underpinned by a robust National Child Protection and Safeguarding Framework and Policy, which guides the practices of all of our team members across 406 centres. These measures are designed to ensure that our centres are safe environments, where children are protected from harm, and where they receive the highest standard of education and care.

In line our commitment to quality, we are proud to report that 93% of our centres are currently meeting, or exceeding, the National Quality Standards. This achievement is a testament to the hard work, dedication, and professionalism of our team, who are fully committed to providing safe, nurturing and enriching environments for the children in our care.

We remain focused on operational consistency and delivering an exceptional experience for our families. We performed well in the competitive market and recorded a modest year-on-year growth, achieving a 70.7% Group occupancy for 2024. This reflects our ongoing efforts to create a positive family experience and build trust in our services. Group occupancy has been supported by a positive trend, an increase in frequency measures, and average number of days per week a child attends a G8 service.

From a team safety perspective, in 2024 we achieved a 36% reduction in lost time injury, reinforcing our commitment to a safe and supportive work environment for all.

Strategy Focus Areas. At G8 Education we are purpose-driven, and guided by our core values, striving to positively impact the lives and minds of thousands of children who attend our services every day. Having delivered a Fit Core and a great result in Horizon 1 of our strategy, we now turn our attention to Horizon 2 of our strategy, which is Enhancing and Optimising our Organisation. Our evolved strategy is designed with six core focus areas: team, safety and compliance, education and quality, family experience and branding, operating model and financial stability. This phase will focus our efforts in continuing to build our team capability, deliver greater experience and outcomes for our children and families, consistent operational execution, and improved process and system efficiency.

I'm pleased to report that we have seen a continuation of improvement results across the majority of these focus areas in early parts of this year. Such as our team retention, our family experience and quality measures for all our centres have seen improving trends.

Trading update. The overall performance of G8 Group is dependent on several key factors, including occupancy, cost management, capital management and portfolio optimisation.

As we outlined in February, the start of this year was challenged with later than normal family engagement with the sector, and continued cost-of-living pressures resulting in lower occupancy patterns that have remained through quarter 1. Our current occupancy, as of week ending 20 April 2025, is at a spot occupancy 64.7%, which is 3.8% below the same time – in the same prior comparable period. Year-to-date occupancy of 64.1%, which is 3% lower than pcp. During the months of March and April, we have seen improved enquiries and activities from families engaging with our centres.

We remain confident in mitigating the shortfall in the current occupancy patterns with our proven track record of cost improvements and efficiency by which we run and operate the

business. We also continue to deliver value through our procurement strategy and portfolio optimisation, which will further assist in achieving our financial and our strategic goals.

Notwithstanding the sector occupancy challenges and macroenvironment, we are confident in delivering earnings growth in half 1 2025 compared to half 1 2024.

Favourable macroeconomic tailwinds, including easing of inflation, potential interest rate cuts, and an increase in CCS at mid-year by Federal Government, are expected to ease cost-of-living pressures and, in turn, support an increase in childcare participation in the second half of 2025. Given this, we remain cautiously optimistic about the full year results.

In conclusion, I want to express my sincere appreciation to all our G8 team for their unwavering dedication and compassion in supporting our children every day. Their partnership with the families plays a vital role in shaping positive early education outcomes. It is a true privilege to have help lay the foundations for lifelong learning for the next generation of Australian children.

Lastly, I would like to extend my heartfelt thanks to you, our shareholders, for your continued support and for being here with us today. I'll hand back to the Chair.

Debra Singh: Thank you, Pejman. Before moving to the specific business of the meeting, I will summarise the shareholder question and voting procedures which apply to this meeting. As set out in the Notice of Meeting, there are six resolutions to be considered. The resolutions have been outlined and explained in the Explanatory Statement that accompanied the Notice of Meeting. If there is no objection, I propose that the Notice of Meeting be taken as read. Thank you.

For each of the six resolutions, I will put each resolution to the meeting and ask for questions. In terms of shareholder questions, only shareholders, proxyholders, or corporate representatives of shareholders, those holding yellow or blue cards, are entitled to submit questions. As a reminder, visitors, those holding a red card, are not permitted to ask questions. I will ask for questions in the following order. Firstly, if you are in the room, you can ask questions by raising your yellow or blue attendance card and a microphone will be brought over to you.

Secondly, if you have joined us online, you can submit questions at any time. Your questions will be read out by our Company Secretary and addressed at the relevant resolution. Questions that are similar in nature, or of a common theme, may be summarised and aggregated together. For those of you who have joined us online, instructions for how to lodge a question online are set out in the presentation today.

There is also an online guide available via the link at the bottom of your screen. If you have joined us online, I encourage you to submit your questions as soon as possible.

I note that we have not received any shareholder registrations to ask questions via telephone – is that right, Josie?

Josie King: Correct.

Debra Singh: Yes, thank you. The procedure for voting will be as follows. The proxy votes are contained in our presentation today, which will be displayed on the screens at the appropriate time. All resolutions being put to the meeting today will be determined via a poll. All undirected proxies will be voted by myself as follows. In favour of resolutions 1 to 4 to the



extent I am permitted to do so, and against resolutions 5 and 6 to the extent I am permitted to do so. For those of you who are attending in person, I will ask all in attendance that have been issued with a yellow shareholder or blue proxyholder card to complete the voting form on the reverse of the card. At the completion of voting for the final resolution, you will be asked to place the voting cards in the boxes carried by MUFG Corporate Markets Share Registry staff who are outside.

For those of you who have joined us online, you may place your votes at any time using the voting card on your screen. For assistance with voting – it's a lot of talking – for the assistance with voting, there are instructions in our presentation today. There is also an online guide available via a link at the bottom of your screen. Again, that guide is also available on our corporate website at [www.g8education.edu.au/AGM2025](http://www.g8education.edu.au/AGM2025).

Each resolution set out in the Notice of Meeting, other than resolution 5 is to be considered as an ordinary resolution. As such, must be approved by a simple majority of the votes cast by shareholders entitled to vote and voting on the resolution. Resolution 5 is a special resolution, and as such at least 75% of the votes cast by shareholders entitled to vote and voting on the resolution, must be in favour for the resolution to pass.

Shareholders can submit their votes online until five minutes after the meeting closes today. Once the voting is closed, our Share Registry provider, MUFG Corporate Markets, will tabulate the results which will be released as soon as possible today on the Australian Securities Exchange. Those results will also be displayed on our corporate website, once available.

Before proceeding to the first item of business, let me introduce our auditor for the 2024 Financial Statements, Ms Kellie McKenzie from Ernst & Young – welcome Kellie, who has joined us in person today and is available to take questions on the conduct of the audit and the preparation and content of the Independent External Auditors Report. All questions should be directed to myself as Chair of the meeting, and then I will invite any other director or relevant person to respond as appropriate.

Item 1: Ladies and gentlemen, I now turn to the financial statements and reports for G8 Education Limited. You will have received the Annual Financial Report, Directors Report, and Auditors Report for the year ended 31 December 2024. I now invite discussion on the financial statements and reports, including questions on the business or operations of G8 Education Limited, or on the management of the Company generally.

Questions that have been submitted regarding other items of business will be held until we come to that item. I would like to remind you that only shareholders, proxyholders, or corporate representatives of shareholders holding either a yellow or blue attendance card, are entitled to speak today. I think we're all clear on that, right.

Okay, please address all your questions through to me as Chair. If you believe you do not have the correct attendance card, please see a member of MUFG Corporate Markets at the registration desk and they will assist you.

Are there any comments or questions from those in the room on this item of business?  
Josie, are there any questions online?

Josie King: Yes, we've got three questions online. The first question is from Steven Mabb representing the ASA. His question relates to the Board skills matrix...

Debra Singh: To the?

Josie King: The Board skills matrix.

Debra Singh: Thank you.

Josie King: He says that we state in our governance report that we have a Board skills matrix, but we haven't published it. In prior years we have shared a table to collective Board skills, but this year it was not included. Will you commit to publishing a detailed Board skills matrix going forward, listing individual directors and their skills, as other major listed companies do, so that shareholders can be properly informed about their Board?

Debra Singh: We certainly go through a Skills Matrix every year – we do a full Board review. Our Chair of our Nomination Committee is here – it's quite a rigorous process. I think to the question of whether we will print it – that will be consideration for the Board, I think, moving forward. I don't think we actually have any averse thoughts about that, but it's something that the Board can consider.

Josie King: Thank you. There's a second question from Steven Mabb, following on from that question about skills. Which directors are our industry and childcare experts who can question and challenge management deeply and appropriately on their strategy and operations in the sector?

Debra Singh: That's a really good question, and I think I could – I'll tell you who the actual childcare experts are, but I might even ask them to say a little bit on their behalf. Toni Thornton is definitely an expert in the sector, as is Julie – Professor Julie Cogin, who comes from a very, very strong education background.

I think it's fair to say I've now been on the Board for three years and you learn this sector very, very quickly. It's a complex sector, but you have to learn it very, very quickly, and I would say actually Peter Trimble's been on the Board for quite some time now – one of the biggest challenges – you know challenges everyone on the Board all the time. So I would say all of our Board members, Stephen's a new member to the team, but has some sector or education experience in his background. So I think that we're very well covered.

Josie King: Thank you. The final question that we have online comes from Mr Stephen Mayne. ABC Investigative Reporter, Adele Ferguson, has been ripping into the industry repeatedly on major programs such as 7.30 and Four Corners. Have any senior G8 personnel engaged with Adele, and could the CEO, or Chair, comment on their view of the stories that have been put to air and how important have industry associations been in handling and responding these stories and the issues raised?

Debra Singh: I think everyone's aware of that report, and we were also – I think the word is shocked by that report – and I think through Pej's address, he talked quite a bit about our child safety framework. Can I tell you as a Chair and as a Board, in a highly regulated and high-risk industry, with over 40,000 children in our care every week, we make – that is something that we think about, not just when we're together as a Board but actually every single day, because of the nature of the high-risk of the industry.

However, to the rest of the question – Pej, did we engage?

Pejman Okhovat: Thank you Chair. We – actually I was part of a meeting that was organised by one of the peak bodies where we did actually meet the Greens Senator who is chairing



the inquiry in New South Wales. We had a very collaborative conversation – that was about two to three weeks ago. I think the intent of the inquiry started by the New South Wales Green Senator – I think the intent is pretty good. We absolutely, ourselves and everyone in this sector, will not stand for any instances of child abuse or mistreatment.

The report highlighted some historical events which were horrific to see, and as I said, nobody stands for those, and I think those providers need to take appropriate caution to ensure that they work really well. Our intention, going forward, is we are fully committed, as always, to work alongside the Inquiry, but which will run its cause until March 2026, and of course, the New South Wales Government in ensuring that we provide adequate visibility to all our [policies and] procedures and everything that's required of us to comply with the regulation, as always.

Debra King: Thank you. I think it's also important to add that we are a self-reporting Organisation. We don't wait for anyone to come and do an audit and find that we have an issue in a centre. We are not saying that we don't have some issues – we manage those as they come to light. But we are a self-reporting organisation which means every time we have an incident with a child, we report it. So, I think it's important that everyone understands that too.

Josie King: Thanks Debra – I have no further questions online.

Debra Singh: Microphone please.

Karen McLeod: (Ethical Investment Advisers) Hi there, Karen McLeod, Ethical Investment Advisers. I was just wondering on behalf...

Debra Singh: Sorry, I've got a middle-ear infection – so could you just speak nice and clearly? Thank you.

Karen McLeod: (Ethical Investment Advisers) Just regarding the financial report – I just wanted to ask if it's possible to get any vision on how much goes to agency fees within the employee wages. Because I can understand that often during period of sickness or unusual times, there's obviously a time there where you need to pay agency fees.

Debra Singh: Yes.

Karen McLeod: (Ethical Investment Advisers) Is it possible to find out how that has been changing over time?

Debra Singh: Yes, that's a really good question and I'll pass to Pej in a second, but it's something that we're actually very proud of. Because we were highly dependent a few years ago on agency, particularly through COVID, but each year it's actually declined and we're very, very pleased with that result. But Pej, to you?

Pejman Okhovat: Thank you Chair. Great question. Coming out of COVID, the sectors' very heightened attrition caused the use of agencies to increase, and G8 would have been part of the same thing. So going back even two years ago, our average usage of agency would have been between 3% to 4% of all the, let's say, required hours throughout the year would have been agency-fed. Which is pretty high. The work that we've done certainly in the last two years, as indicated both in our Annual Reports for '23 and '24, we have made significant strides in, one, ensuring that we recruit better. We look after our team through engagement and retention.

As noted earlier, our retention has for the last two years has increased quite significantly. Our number of vacancies have dropped going back from two years ago being over nearly 1,200 – it's under 300 vacancies now. So we've been probably one of the best recruiters in 2024. As a result of that we've managed to reduce our agency usage by a significant amount.

Last year, 2024 – I'm looking, making sure – I'm looking at my CFO for correct information and he can tell me if I go wrong here. Agency use has dropped to being roughly about 0.3%, and this year for the first quarter of this year, we are very much at the same level. So in short, our agency use is generally only for emergency situations now. We are not reliant on agency anymore.

Debra Singh: Thank you for your question. As there are no further questions, we will now move onto the formal resolutions. As a reminder, if you are joining online, you can place your vote at any time using the virtual voting card.

Resolution 1: The firsts resolution is the Notice of Meeting – in the Notice of Meeting, is a non-binding resolution to adopt the Remuneration Report. Please note that the vote on this resolution is advisory only and does not bind the directors for the Company. Voting exclusions apply to this resolution as set out in the Notice of Meeting. The resolution is 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*. That the Remuneration Report for the year ended 31 December 2024 be adopted. I now welcome questions, with respect to the Rem Report from those in the room.

Are there any questions from those joining online, Josie?

Josie King: Yes, Debra, I have two questions. Both of them are from Steven Mabb of the ASA.

First question relates to the CEO STI - Short Term Incentive. The question is, it appears you missed three of the five metrics set for the CEO Short Term Incentive. Yet, he was still awarded 91% of his incentive for the year and 80% of that incentive went to other Executive Managers.

Why does the Board believe that missing budgets and targets still warrants a high level of incentive payments.

Debra Singh: Okay, I'm going to give all of my Directors an opportunity today. But I think it goes without saying that Pej delivered an excellent result with the team last year. But Julie, if you could please enlighten.

Prof. Julie Ann Cugin: Thank you for the question, Steven. That information is incorrect. So, we have a net profit before tax eligibility gate for the STIs to activate. That was achieved. It was set at 90%, 99% of the target was achieved. So that opened up the gate for all of the incentives.

The incentives, I have them in front of me. The team incentive was achieved. We tried to get turnover down, under 31% was the target and that was delivered at 26.4%. The quality STI was a threshold achievement. The target was 90% of our centres achieved, or exceeding, the national quality standards. It was 88.7%, so there was a threshold STE (sic - STI) paid.

The occupancy target was missed, so wasn't paid.

So, three out of the four STIs were achieved, or partially achieved and then paid. Thank you, Deb.

Josie King: Thanks Julie. There's a follow up question from Steven Mabb, again around the gateway for the net profit. He says, the incentives have a net profit gateway at 90% of target. Why is this set at 90%? Would you be happy for families to only pay 90% of the fees, or shareholders to only commit 90% of the funds from their 2020 capital raising?

Prof. Julie Ann Cugin: Would you like me to answer that?

Josie King: Thank you.

Prof. Julie Ann Cugin: Yes, look, the remuneration framework, the Board carefully considers how to balance the attraction of talent to our sector with the motivating effects. We landed on 90% after a really rigorous and spirited discussion at the Board.

We look at benchmarking for our peers and their comparator groups and we're very satisfied that we've got the right amount this year. We think that it's been motivating for our staff but also a great way to retain and bring in the talent to the sector.

I don't think I'll comment on whether we'd be happy with the 90% of fees. Thank you.

Debra Singh: Okay, proxy votes have been received in respect of this resolution. The results of the proxy votes appear on the presentation. This resolution will be determined by a poll. Can I ask all in attendance that have been issued with a yellow or blue shareholder or proxyholder card, to complete the voting form on the reverse of the card?

Now we'll move to Resolution 2. Which is the re-election of myself, Debra Singh. I will shortly invite my fellow Director, Peter Trimble, to Chair Resolution 2, given it relates to my own re-election as a Director of the Company. But, before doing so, I would like to provide a little background about myself.

I am delighted to put myself forward for re-election to the Board. Since joining the Board in November 2021 and becoming Chair in October 2023, I have been truly inspired by the commitment of my fellow Directors and the ongoing passion, energy, and shared determination.

As I said earlier, this is a really tough business. It's a complex business, it's a high risk business, it's a highly regulated business. But the determination of our CEO and our Leadership Team is just outstanding. That passion flows down to our centre teams, where they have, in their care, over 40,000 children every week. Providing quality education and excellent care.

It's this passion and commitment that inspires me to be on the Board of G8 Education. I too, have a real passion for our purpose of creating the foundations for learning for life. Knowing that we are helping play a role in setting up these young people for a bright future is extremely rewarding. It's a great privilege and also a really big responsibility.

My business and commercial experience is well laid out in the matters for resolution and I believe my time on the Board over the past three years - three and a half years - has added value for the Business and our shareholders. I'd also like to thank my fellow Board members for placing their trust in me to Chair the G8 Education Board. It is truly an honour, thank you. Peter.

Peter Trimble: Thank you, Debra. As stated in the Notice of Meeting, Debra Singh is seeking re-election as a Director of the Company. Debra has the full support of the Board for her re-election and I confirm that the Board considers her to be an independent Non-executive Director.

Debra's background, qualifications and experience appear in the Explanatory Note to the Notice of the Annual General Meeting. The Company seeks members' consideration and, if thought fit, to pass the following resolution as an ordinary resolution.

That resolution is that Ms Debra Singh 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.

Are there any comments or questions from the room? Are there any comments or questions from those joining us online, Josie?

Josie King: Yes, there's one question for you Debra. Again, from Mr Steven Mabb of the ASA. Steven says we know that you have served for now three years on the Board and you're the Chair. Presently you have around \$160,000 in shares. Given that shareholders remunerate you at around \$285,000 in fees, should we take this as a sign of limited confidence in the Business? Or are you planning to increase your skin in the game soon?

Debra Singh: It's a good question. Because we've been in blackout mode. I would have bought a couple of weeks ago when the share price was a little softer. But my intention is to have shares that actually cover my remuneration for the Board which - it's part of our policy and that is required to be achieved over five years. I've now been with the business three and a half years.

Peter Trimble: Thank you, Debra.

Josie King: There's no further questions online.

Peter Trimble: Thanks Josie. Proxy votes have been received in respect of this resolution. The results of the proxy votes appear on the presentation. Ms Singh will not vote on this item and the resolution will be determined by a poll. Please mark your voting card accordingly.

I will now hand back to the Chair, Debra Singh.

Debra Singh: Thank you, Peter. We will now move to Resolution 3, the re-election of Mr Stephen Heath. The Company seeks members' consideration and, if thought fit, to pass the following resolution as an ordinary resolution.

That Mr Stephen Heath, who, having been appointed on 3 January 2024 - 3 June, sorry, 2024, as a Director, in accordance with the Company's constitution. Retires as a Director of the Company and, being eligible, offers himself for re-election as a Director of the Company, be elected as a Director of the Company.

As stated in the Notice of Meeting, Mr Stephen Heath is seeking re-election as a Director of the Company. On behalf of the Board, I am delighted to introduce Stephen. Who has had an extensive and notable career in the public and private markets since 2001. That has included roles as CEO, non-executive director, and chair of ASX listed companies across the consumer goods and education sectors.

Stephen has 25 years of running large and complex multi-site businesses in both franchised and wholly owned operating structures and is currently the Chair of Temple & Webster Limited, Australia's leading online retailer of furniture and homewares. With a current market capitalisation of \$2 billion.

Apart from his operating and governance experience, Stephen's reputation of personal integrity and credibility amongst institutional, major and retail shareholders, precedes him. We are very much looking forward to the value that he can add to the Board. Which he has already added since joining. We're also very excited to have him as part of the team.

I can confirm that Stephen has the full support of the Board for his re-election and the Board considers him to be an independent Non-executive Director. More information about Stephen's background qualifications and experience appear in the Explanatory Note to the Notice of Annual General Meeting.

Before we move to the resolution, I'll ask Stephen to say a few words. Thanks Stephen.

Stephen Heath: Thanks Debra, that's very kind. Thank you to Debra and to my fellow Directors for your support of my appointment and proposed re-election.

I think my career's been outlined well in the Explanatory Note. So, with your permission, I don't think I'll rediscover that.

Except to say that, regardless of the business and products and services that I've been involved with during my career. At the core of what I've enjoyed doing most is to work with teams that derive and deliver truly compelling customer value propositions in operationally excellent environments. Delivered by passionate and highly engaged teams.

Since commencing on 3 June last year, I've been extremely impressed by the work that your Board and Management Team has achieved so far. If elected I'll be excited to be part of the team to continue to make a difference. To deliver value to our families and shareholders alike. Thank you. I'll hand back to Debra.

Debra Singh: Thank you, Stephen. Are there any comments or questions from the room? No. Do we have any questions or comments online, Josie?

Josie King: Yes, we do, Debra. We have a question from Mr Stephen Mayne. Could new Director Mr Heath and the Chair comment on the process, the recruitment process, that led to Stephen's appointment last year? Was there a head-hunter who assisted? Did the full Board interview Stephen? Were there other candidates? Did Stephen know other directors?

As we've got multiple retail experts on the Board, could Stephen comment on the aspects of retail which are relevant to the sector? I think that's more than two questions but they are related.

Debra Singh: Look, I might ask you to add a little flavour at the end if you want to, Stephen. But I think you just did a good job of explaining all of that. What I will do - we go through a very rigorous process, as you would anticipate. But what I'm going to do - because I did say I

would let all of the Directors have an opportunity today. Haven't got to you yet [Toni] but soon. Margaret, would you like to comment?

One of the things I would like to say. So, I did know Stephen in my career. Australia is a pretty small country so, you're bound to know people that have been CEOs or on boards et cetera. People are very connected. So, I do know Stephen and I had worked with him in the past but over many years ago. I can also tell you that I wanted to really abstain from the process because I did know him.

So, it was a very independent process by the rest of the Board but a very rigorous process. So, Margaret, would you like to comment?

Margaret Anna Alicja Zabe: I'm very happy to. Yes, as Debra has said, we did also use an external, obviously independent, recruitment firm. But having gone through robust Board skills matrix and discussions, with taking on board feedback internally and externally as to what our needs were for the future, we did follow a process of shortlisting. Then also interviews through two rounds and with all individuals as well as our shortlisted.

Every Board Director and also our CEO Pejman had an opportunity to meet and discuss with the candidates.

Beyond that, I'd say - so Stephen was someone that we had even met prior, five years ago and had - someone that we were very keen on longer term to join the Board. So, he's not completely new. So, this is even before Debra. So, we're very pleased to have him, he's got fantastic experience that's very transferable. But also offers also long term succession planning for us as well as a Board for our various committees as well as Chair, thank you.

Debra Singh: Thank you, Margaret. Maybe, I think the last part of that question was around the aspects of retail which may apply to the sector.

Stephen Heath: Yes, thank you. I think that question came from Stephen, yes, so thanks Stephen. It's a good question actually.

I think, to Margaret's point, a lot of what you learn as a retailer is transferable to many industries. We operate here a large, multi-site, complex operation, which is fairly consistent with retail operations, many stores, many centres.

So that level of complexity is sort of inbuilt when you're dealing with lots of locations around lots of geography, with different demographic impacts on those locations, with lots and lots of staff. So that's consistent.

The other thing that I think retailers are very, very sensitive to is cost of living pressures, discretionary spend and how that impacts your business and how you go about planning for those cycles and making sure your business is well managed. I think that's another aspect that's highly transferable and something that we need to consider strongly in this industry as well.

In saying that, I'm learning lots, right. There is lots about his industry that I've learnt, even in nine months and that's great.

Apart from being a retailer, I've also been Chair of an education company, not early learning but education, nonetheless. I've also got a great understanding, being a foundation software engineer. So, technology is very much a part of my thinking and how we can use technology to better businesses, et cetera, et cetera.



Of course, my public markets' experience, you know you come across a lot of the same problems which are industry agnostic. So, it's a great question but I think there's some great examples of how experience is transferable from industry to industry. But thanks for the question.

Josie King: Thanks Stephen. Then there's a further question from Steven Mabb of the ASA again. His question relates to - he notes that you have a number of director and chair roles, both listed and unlisted. Could you talk a little bit around what you think your role and responsibilities are as a Director of G8, beyond attending Board meetings and reading the papers?

Stephen Heath: Well, that's a great question. I think with every business these days, particularly around being a publicly listed business, you really need to lean into every industry and every company that you're involved with. As I pointed out, I'm, not from the early learning sector so there are some things that done come intuitively to me at this early stage. So that does require me to really think and learn as much as I can outside of Board meetings.

The Board process is also very good. We do visit centres outside of our regular rotation of Board meetings and I think that's important as well. So, it's incumbent upon me to understand the industry, understand the regulatory bodies and the regulatory framework and do my own due diligence outside of those Board meetings. Which I actually do do.

Debra Singh: Thank you, Stephen. Proxy votes have been received in respect of this resolution. The results of the proxy votes appear on the presentation. Mr Heath will not vote on this item and the resolution will be determined by a poll. Please mark your voting card accordingly.

Resolution 4. We will now move to Resolution 4 regarding the issue of Performance Rights to the Managing Director and Chief Executive Officer. This resolution relates to the granting of Performance Rights pursuant to the G8 Education Executive Incentive Plan. Quite a mouthful.

G8 Education Limited seeks members' consideration, and if thought fit, to pass the following resolution as an ordinary resolution.

That approval be given, for the purposes of Listing Rule 10.14 and for all purposes, to the grant of 716,534 Performance Rights to the Company's Managing Director and Chief Executive Officer, Mr Pejman Okhovat.

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 Pejman 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 2.5 (sic - see page 18 of slides, 2.6) of the Explanatory Statement.

Are there any comments or questions from the room? No.

Josie King: No questions online.

Debra Singh: Proxy votes have been received in respect of this resolution. The results of the proxy votes appear on the presentation. Voting exclusions apply, as set out in the Notice of

Meeting. The resolution will be determined by a poll. Please mark your voting card accordingly.

We will now move to Resolution 5. Which is a requisitioned resolution by shareholders holding less than 0.007% of G8 Education Limited shares under Section 249N of the *Corporations Act*. Resolution 5 is not supported by the Board. Resolution 5 is a Special Resolution and as such requires at 75% of the votes cast to be in favour for the resolution to pass.

The Company puts the following resolution as a Special Resolution. To insert into our Company's constitution the following new clause 37.1. Member resolutions at general meeting.

The shareholders in general meeting, may, by ordinary resolution express an opinion, ask for information to make a request about the way in which a power of the Company, partially or exclusively vested in the Directors, has been, or should be exercised.

However, such a resolution must relate to an issue of material relevant to the Company or the Company's business as identified by the Company and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such as resolution is advisory only and does not bind the Directors or the Company.

Are there any comments or questions from the room?

Phoebe Rountree: (SIX, Shareholder Representative) Thank you. Phoebe here from SIX, Sustainable Investment Exchange. We put forward Resolution 5 and 6 on behalf of a group of shareholders. I will make a statement about this but we'll keep it to Resolution 6, which is the bulk of the issue, thank you.

Josie King: Yes, there are two questions online. The first comes from Mr Stephen Mayne. Why are Australian boards afraid of listening to the opinions of shareholders via non-binding shareholder resolutions? These are standard practice in the US yet many ASX listed companies recommend against these amendments, including G8 today.

Did you consider actually embracing and endorsing this amendment? Is there a downside in giving shareholders this kind of voice?

Debra Singh: We certainly considered this resolution, obviously as a Board. We spent a lot of time with our proxy advisers. We also spent a lot of time with our investors. I think to be clear, we are guided by governance, Australian governance. We certainly didn't, as a Board, didn't believe that this resolution needed changing or to be passed.

Second question, Josie?

Josie King: There is a second question but I think it's probably more appropriately dealt with as part of Resolution 6.

Debra Singh: Okay, thank you.

Josie King: So, if we hold it over to there.

Debra Singh: Proxy votes have been received in respect of this resolution. The results of the proxy votes appear on the presentation. Voting exclusions apply, as set out in the Notice of Meeting. The resolution will be determined by a poll. Please mark your voting card accordingly.

Resolution 6. We will now move to Resolution 6, which is a requisitioned resolution by shareholders holding less than 0.007% of G8 Education Limited shares under Section 249N of the *Corporations Act*. Resolution 6 is not supported by the Board. Resolution 6 is a contingent advisory resolution and will only be put to shareholders for consideration if Resolution 5 is passed by Special Resolution.

If Resolution 5 is not passed, Resolution 6 is not required to be put to the meeting. If Resolution 5 did not pass as a Special Resolution, Resolution 5 did not pass as a Special Resolution. Sorry, that was a duplication. However, it is the Board's intention to allow shareholders as a whole a reasonable opportunity to ask questions on Resolution 6.

Are there any comments or questions from the room?

Phoebe Rountree: (SIX, Shareholder Representative) Good afternoon, all, my name is Phoebe Rountree, I'm the Campaigns manager for SIX, Sustainable Investment Exchange. We're a share trading app, we bring together ethical investing and shareholder advocacy. I do just want to make a short statement before my question to the Board.

What this policy and the resolution is asking for is a policy that should be determined by the Board and be informed by the Workplace Gender Equality Agency's Leading Practice Parental Leave Policy Guide.

We've brought this resolution forward because G8 Education, with your approximately 10,000 team members, is the largest employer on the ASX that does not provide paid parental leave. When we look at others across the sector, 85% of employers with more than 5,000 staff do pay their employees, offer their employees paid parental leave.

This is an issue that disproportionately affects women. So, I do want to note that 96% of G8 education staff are women.

The Chair today, on the issues of finances, has acknowledged the strong financial position that G8 Education is in and the need to re-invest in our people. As part of this campaign, SIX has spoken with ex-early childcare - excuse me, ex-early childhood educators who didn't return to the sector post becoming parents. The lack of paid parental leave was one of the reasons for them not returning to the sector.

I want to briefly share some of the reflections that ex-employees shared with us. One reflected, I thought paid parental leave was a given, as the sector is all about women and children. Another shared that the request for government paid leave takes a while to go through. You get backpay but it can be a few weeks without the income. This can be stressful and I know that it can be very hard for other parents like single mothers.

This ask of the Board has the support of the Independent Education Union of New South Wales and the ACT. I have a copy of their petition, which I would hope to deliver to you, Pejman, after this meeting.

I want to finish by thanking you for everyone's time today and pose my question to the Board. Will you follow the WGEA policy guide to develop a paid parental leave policy? Thank you.

Debra Singh: I will go to you Julie. But I think it's really important - so, with all of our discussions with you, with our proxies with our investors on this matter, we look at our benefits for our team. We're very cognisant over 90% of our team are female.

So, what we've embraced with our team and I think you heard Pejman talk to it, our engagement is - in fact, our engagement is best in sector. Our retention has improved.

But when we look at everything holistically, we go what is it that is really important to our team? Two things that come through in our listening posts that we do quire regularly, Pej - every three months - is cost of childcare.

So, we obviously give discounts to all of our team members, not for eight weeks, from when they return to work until their child goes to school. So, we're talking about years of retaining our team, getting women back into the workforce. I mean it's a very passionate thing for me, particularly in getting our team members back into the workforce.

Julie will talk to this very eloquently, I'm sure. But I was in a centre - and I'm in centres all the time - I was in a centre recently with our COO. The Centre Manager said to me I have three children under five. They are all in this centre in different rooms, in the two year old room, in the three year old room, in the almost ready to go to school room.

She said I could not come back to work if it wasn't for G8 supporting me in discounted childcare. You know that goes to the heart of who we are. Our education program, we now have over 2,300 Julie? Maybe this is where I pass to you, 2,300 of our 10,000 employees going through a whole education program, from Bachelor - from undergrad to Bachelor, it's unknown in the industry. That is G8 Education supported, paid for.

It's not just about the education piece. It's about how they actually get through the program, the training, the development, the mentoring, the coaching.

The other thing I'll say, just before I pass to Julie, is - and then it's all listed. You know everything we do for our team is listed in the explanatory notes of the meeting. We never said paid parental leave is off the table. It's part of our consideration set, absolutely. But it's part of our consideration set for the future. When that - it's something the Board discusses and considers regularly.

So, I want us to be clear that we haven't said paid parental leave should not be part of our packaging. We've just said it hasn't been on the table because we've wanted to do all these other things for our team. Julie.

Prof. Julie Ann Cugin: Yes, thank you. Look, I think it's wonderful for SIX to be advocating for these types of conditions. But rather than look at individual conditions of an employee offer, a more robust assessment considers the total package and the value of that package to the staff.

So, you're right that the majority - large majority of our staff are women and they tell us that they want the discounted fees for care for their children. As Deb has said, that can be for over five years' care of substantially discounted fees, from zero to five plus. That matters most to them.

We also have concurrent paid parental leave for both carers, which often, in other organisations it's one or the other. We have 12 months of leave without pay, which can be extended to another 12 months. So, it's a very flexible - and then come back on a part time arrangement.

We also pay for 10 days as you're transitioning back into the workplace. So, if you have taken a number of months or a year off, you can come back and start to have that re-entry.

So, I do agree that it's something - as Deb said - we will continue to assess. But the number one person that we're listening to in making those decisions and those trade-offs, is the staff member. They're telling us that they like the discounted fees. So, our vacancy rate, our retention rate, our engagement does speak to the success of these endeavours.

But you really have to consider the whole employee value proposition, rather than independently take one out and say why aren't you doing this? That's what we'd encourage you to do, thank you.

Debra Singh: Thank you.

Phoebe Rountree: (SIX, Shareholder Representative) Thank you both for elaborating there on the full package of what you offer to your employees. Could I just clarify, Debra that paid parental leave is still on the table? From what you've said previously and is it something that we can get more details around?

Debra Singh: Yes, I said it's not - it's never been off the table. It's always been part of our consideration set.

Phoebe Rountree: (SIX, Shareholder Representative) Thanks for clarifying.

Josie King: Thanks Debra. Again, there's a bit of a multi-part question here from Stephen Mayne. Some of which I might answer as Company Secretary. So, the question is, this AGM was our first experience of a contingent shareholder resolution process. What was it like? So, I might leave that for Debra.

But then there are some questions. Which proxy advisers recommended in favour? There were then some questions around the numbers of shareholders who voted in favour. So, he's saying 137 were for and 159 were against. Given that we have 14,000 shareholders, is this a low level of turnout?

Then finally there were 28% in favour of Resolution 6 and who were they?

So just to answer, as the Company Secretary, to some of those questions. ISS, Ownership Matters and ACSI, which is the Council of Superannuation Investors, recommended against both resolutions. Both the contingent resolution and the PPL resolution.

Glass Lewis recommended to abstain on the constitutional change and to vote in favour of the paid parental leave resolution. [Maple-Brown] recommended to vote in favour of both resolutions. So that's the answer on how the proxy advice played out.

In terms of the number of proxies received. I think we need to also consider than in the context of the percentage of issued share capital that was voted. So, this year we had 363 proxies participate but that represented 78% of the shares. Last year we had 426 representing 77% of the shares. The year before was 433, representing 67%.

So broadly consistent and year on year we've had improved levels of participation, when you look at percentage of issued capital.

So, the last - one of the other elements of this question was who voted in favour? Unfortunately, we can't provide that information easily because, as you would be aware, there are many nominee shareholders who hold shares on behalf of a number of investors. They vote their shares in accordance with those instructions but we don't have that visibility at this point in time so I can't provide an answer on that.

So, I think that leaves one question left for you Debra. Which is what was the experience of the contingent shareholder resolution process and how did we navigate through it?

Debra Singh: I think we navigated it very well. It was a good, long process. As I said earlier, we spent a lot of time with our proxy advisers, our investors and obviously also as a Board. So, I would say a robust, good process.

Josie King: So, I have no further questions online.

Debra Singh: Thank you. Proxy votes have been received in respect of this resolution. The results of the proxy votes appear on the presentation. Voting exclusions apply, as set out in the Notice of Meeting. The resolution will be determined by a poll.

I now ask that all shareholders in attendance that have been issued with a yellow shareholder or proxyholder card, to complete and finalise the voting form on the reverse of the card and place it in the boxes carried by the Registry staff.

That is the end of the business being put to the meeting today. Please ensure that you submit your votes online using the online voting card if you have not done so already.

As mentioned earlier, shareholders can submit their votes online until five minutes after the meeting closes. The results of the polls taken today will be announced to the market as soon as practical after the meeting.

Thank you, ladies and gentlemen. This brings us to the end of the meeting, thank you all for your attendance, we really appreciate it, and for your interest in the Company. We look forward to your ongoing support in the coming year. I now declare the meeting closed.

**[END OF TRANSCRIPT]**