

Company: G8 Education Limited

Date: 29 April 2026

Time: 12:00PM AEST

[START OF TRANSCRIPT]

Debra Singh: Good afternoon, everyone, and welcome to the 2026 Annual General Meeting of G8 Education Limited. My name is Debra Singh and I'm the Chair of G8 Education. I note that a quorum is present and I declare the meeting open.

I would like to begin with an Acknowledgement of Country, I begin by acknowledging the Yuggera and Turrbal people as the Traditional Custodians of the land on which we are conducting our meeting today, and pay respect to Elders, past and present. We recognise that Aboriginal and Torres Strait Islander peoples 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 2026 Annual General Meeting as a hybrid meeting and is pleased to provide shareholders with the opportunity to attend and participate in the meeting either in person or online, where shareholders will be able to watch, listen, ask questions and vote online. I thank you for those that are in attendance today.

Please note that shareholders and proxyholders will each 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 like now to introduce my fellow Directors who are here with me today. Toni Thornton, Margaret Zabel, Professor Julie Cogin, Stephen Heath and our Managing Director and CEO, Pejman Okhovat. Peter Trimble is unfortunately unable to attend today's meeting due to unforeseen circumstances.

I also welcome Ms Sally-Anne Jamieson, our auditor from Ernst & Young, who is available to take questions, and Ms Josie King, our Company secretary. Today I will be giving a Chair's address, and this will be followed by a presentation from our CEO and Managing Director, Pejman Okhovat.

David Kingston: (Shareholder) Chair, can I just ask, is Peter Trimble available for questions, bearing in mind he is up for re-election? Is he on the phone?

Debra Singh: He's very unwell today. He's unfortunately had an on-site accident and is not able to answer questions, but we can refer those questions to him. I'm sure he'll be happy to answer any questions you have.

I will then move into the procedural matters of the meeting. I am now pleased to present my Chair's address. As Chair, I can say that unequivocally 2025 was one of the most challenging and defining years in G8 Education's history and indeed across the entire early childhood education and care sector.

Events across the sector, including the horrific incidents in Victoria, had profound impacts on families, educators, regulators, shareholders and the broader community. They tested

confidence and trust in early childhood education and care providers nationally and required deep reflection across the centre.

For G8 Education, this period reinforced the privilege and responsibility entrusted to us in caring for children across Australia and to continuously improve safety, vigilance, transparency and accountability.

In the face of these challenges, the defining strength of our organisation was our people. I want to acknowledge the professionalism, compassion and resilience shown by our team members who continue to support children, families and one another with care, integrity and purpose during an exceptionally difficult year. Their actions reflected the very best of our values and our commitment to children and community.

Safety first and always is one of our core values and it guides every decision we make. We have zero tolerance for any behaviour that compromises the wellbeing of a child. Throughout the year, we continued to strengthen our governance frameworks, systems, training and oversight to reinforce safety at every level of the organisation.

Importantly, the Board established a dedicated Safety Committee separate from the Audit and Risk Management Committee, to provide enhanced focus, governance and accountability in this critical area.

Despite the challenges of the year, our commitment to high quality education and care did not waver. By the end of 2025, 95% of centres were meeting or exceeding the national quality standards, outperforming the sector average. While this result is encouraging, our internal aspiration remains clear, to achieve a future in which every one of our centres meets or exceeds the required standards, with no service assessed as working towards.

Supporting and retaining skilled, capable educators and teachers remains fundamental to delivering safe and high quality education and care. By the end of 2025, we were proud to have around 36,000 children attending our services each week, supported by more than 8,800 passionate team members, all thriving together to build bright futures for the children in our care.

I have already highlighted how challenging the operating environment was in 2025. Increasing cost of living pressures influenced enrolment decisions, market demand softened and the sector experienced heightened regulatory scrutiny and reputational impacts.

During the year, our occupancy levels reflected broader sector conditions and despite the maintenance of disciplined operations, this placed pressure on the Group's financial performance. In these circumstances and consistent with the Board's focus on accountability and alignment with shareholders' outcomes, the Board has determined not to propose a resolution to grant performance right at this year's AGM.

The Board does wish to acknowledge our CEO, Pejman, the leadership team and our broader team, who have worked tirelessly to steer G8 through a very difficult period. We are always grateful for their contribution and efforts and never more so than the last 12 months.

Notwithstanding these tough conditions, operating cash flow remained positive. The Board also continued to support targeted investment in safety, quality and centre environments, while strengthening portfolio alignment through carefully considered divestment activity. Throughout this period, the Board remained focused on balance sheet resilience, long-term

sustainability and disciplined decision-making, acknowledging that shareholder returns were constrained during the year.

During 2025, working with management, the Board refreshed the organisation's strategy to reflect emerging sector dynamics and regulatory changes. We introduced Strategic Horizon 2.5, strengthening and enhancing a deliberate phase focused on consolidating capability, embedding initiatives launched in earlier years and reinforcing our safety, operational culture and service fundamentals.

While sector conditions remain challenging, the Board remains confident in the Company's strategic direction, leadership and commitment to continuous improvement. We have confidence in our leadership team and in the strategy they are executing to take the organisation forward.

As we continue to strengthen our service offering, our focus is on building the confidence and trust already placed in us by more than 36,000 families who attend our centres every day, while extending that same trust to more families across the communities we serve. While this will take time, the Board is optimistic about the opportunity ahead to strengthen that trust, build confidence and position G8 Education as a leader in the early childhood education and care sector.

The fundamentals of the business remain strong and G8 Education is in good shape. We do, however, acknowledge that broader sector and macroeconomic conditions have created headwinds and contributed to pressure on our share price, with the market currently reflecting sentiment across the early learning sector as a whole. While these factors are outside our control, they do not diminish our confidence in the resilience of the sector or in G8 Education's long-term prospects. Our focus remains on disciplined execution, strengthening performance and delivering sustainable value for shareholders.

On behalf of the Board, I extend my sincere thanks to our team members across our network for their dedication, professionalism and care. I also thank families, communities, regulators, partners and shareholders for your ongoing trust, engagement and support. Together we remain committed to creating safe, nurturing environments where every child can learn, grow and thrive. Thank you for attending today. I will now hand over to our CEO and Managing Director, Pejman Okhovat, to deliver his address.

Pejman Okhovat: Thank you, Debra, and good morning, everyone. As the Chair has outlined, 2025 was a defining and challenging year, not just for G8 Education, but for the entire ECEC sector. Today I'll provide an overview of the operating environment, our strategic focus and the progress throughout the year and how we are strengthening G8 Education's foundation for the future.

The operating context through 2025 was complex and demanding. Cost of living pressures continue to influence family decision-making, impacting enrolment patterns and demand stability across all jurisdictions. At the same time, serious incidents reported nationally rightfully led to heightened regulatory scrutiny and an enhanced focus on safety across the sector. These incidents impacted family confidence and trust right the way across Australia.

I want to acknowledge the criminal hearings that was further adjourned last week involving a former employee who worked across a large number of Victorian early childhood services, including G8 Education. While our focus remains on supporting families and team members during the incredibly difficult time, we continue to do everything we can to give the authorities

the best chance of achieving justice for the families involved. Because this matter is currently before the courts, it is not appropriate for me or the Board to comment further on this matter.

Safety first and always is one of G8 Education's core values and it shapes every decision that we make. There's no higher priority than safety and wellbeing of children in our care and we have zero tolerance for any behaviours that compromises that safety.

In response to sector conditions and changes to regulations, we continue to update and further enhance our governance systems and practices across our organisation. Child safety standards continue to be strengthened within our governance framework and operational culture, reinforcing consistent expectations and behaviours at all levels.

Key initiatives included enhanced recruitment, vetting and mandatory reporting processes, centralised working with children checks and teacher registrations, ongoing mandatory safety and safeguarding training, prohibiting personal devices in centre rooms, a strengthened whistleblower protection and confidential reporting channels and continued investment in cyber security and safe digital environments.

We also invested in safety leader capability within centre leadership teams and reinforced the importance of children having a voice in their own safety. Body safety education programs were incorporated into curriculum frameworks, with further expansions planned for 2026.

Following our announcement in July 2025 to roll out CCTV across the network, the project has progressed carefully and we are working closely with the Federal Government and other experts, using pilots and phased implementations to ensure strong safeguards are in place relating to child safety, dignity, privacy and data protection.

Despite the challenging environment, our commitment to high quality education and care remained unwavering. This was reflected in a strong assessment and rating outcomes. By the end of 2025, 95% of our centres were meeting or exceeding the national quality standards overall. That put us 4% above the sector average and 2% above the prior year.

Our focus on family experience continued to strengthen through enhancement to our family value proposition with clear communication, greater visibility of learning, increased flexibility and improved access to support services. This was reflected in the increase in our net promoter score, demonstrating growth in confidence and trust from our families. At the same time, individual learning plans were embedded across our network, supporting more personalised learning, development and wellbeing outcomes for every child in partnership with their families.

Our educators and teachers are the foundation of everything we do. Throughout 2025, we focused on strengthening capability, leadership and support across the organisation. The second tranche of federally funded ECEC work and retention payment was implemented in December 2025, recognising the critical contribution of our centre-based teams. Engagement remained strong and above centre benchmark throughout the year.

Importantly, we saw retention improve, reflecting a positive impact of our continued investment in culture, career pathways and capability building and leadership development. Talent mapping, succession planning programs were expanded across the organisation.

In inclusion and reconciliation, 98% of our centres were operating their own reconciliation action plan by the end of the year, reflecting meaningful progress in culturally responsive practices.

Financial outcomes of 2025, as outlined in our Annual Report, operating conditions, as I said, remained difficult, reflecting ongoing cost of living pressures and a softer enquiry and conversion activity from our families.

Our financial performance reflected these headwinds, with a statutory EBIT loss of \$234.7 million and a statutory net loss after tax of \$303.3 million. The underlying EBIT, which is least adjusted excluding impairment, recognised at 31 December 2025, was \$93.3 million. Despite these conditions, operating cash flow remained positive at \$103.8 million, underpinned by disciplined operational cost management.

We recognise and are acutely aware of the evolving family expectations, changes in government policy and broader sector dynamics that requires G8 Education to continually evolve and adapt. We are committed to strengthening child safeguarding, embedding safety leader capability, continuing to invest in CCTV deployment, enhancing quality and education outcomes, improving family experience and supporting our team and our people and maintaining financial disciplines.

Central to our strategy is a delivery of high quality education and care across Australia. Our continued investment in child safeguarding quality standards and operational integrity position G8 well to rebuild trust, support sustainable occupancy outcomes and deliver long-term value. Quality is not only fundamental to our purpose, it is a critical driver of resilience and performance in the current operating landscape.

As we outlined in February, the near-term operating environment continues to be challenging. With global inflation, declining birth rates, rising interest rates and cost of living pressures for families influencing occupancy and operating conditions across the sector.

While new supply continues to enter the sector, the pace growth has slowed. We continue to respond to rapidly regulatory changes, which differ from time to time, state by state and territory, which adds complexity and cost of compliance and staffing and daily operations.

As reported earlier today, Our current occupancy as a week ending 25 April 2026 is a spot occupancy of 56.4%, which is 4% below same time in the same prior comparable period. Year-to-date occupancy is 56.1%, which is 7.9% lower than PCP. We have proactively assessed our network to ensure we remain sustainable, resilient and well positioned to continue delivering safe, high quality early education and care for Australian children. We have carefully assessed where our resources can be best effectively allocated in the current conditions to support high quality early education and care outcomes.

As a result of G8 Education's assessment, the following three key initiatives are planned to be delivered during FY26. Suspension of operations of approximately 40 centres. Our network optimisation framework identifies challenged and underperforming centres and these have been exasperated by the current macro conditions.

G8 Education's immediate focus remains supporting families that are impacted and transitioning them to one of our nearby centres and redeployment of our team members where possible. G8 Education will then consider long-term options for those centres, including surrendering other leases, divestments or other alternatives.

Secondly, procurement and cost-saving initiatives which do not impact safety, compliance or capacity of our centre-based team to deliver high quality education and care. Thirdly, implementation of a reorganisation of G8 Education support officer structure and reducing its cost base. While decisions like this that are never easy, it is absolutely the right thing to do to achieve the outcomes I've just outlined to you.

Our priorities are clear. Child safety and paramount safety sits at the core of our culture and governance, underpinned by every decision we make. Alongside this, we are focusing on delivering consistently high quality education and care, strengthening our family trust and engagement and operating within the financial discipline and operational accountability. Together, these priorities guide our operating decisions and long-term strategy, positioning our business to navigate the current conditions, while delivering resilient outcomes and a stronger and more sustainable business for future.

In conclusion, I want to express my sincere appreciation to our team members across the country for their professionalism, resilience and care, particularly during such a demanding year. Their dedication builds bright futures for the children and families in our services every day. I would also like to acknowledge the support of our supply partners, key government and regulatory stakeholders and wider sector colleagues.

Lastly, I would like to extend my thanks to you, our shareholders, for your continued support and for being here with us today. It remains a privilege to help lay the foundations for long life learning for children in Australia. Thank you, I'll now hand back to the Chair.

Debra Singh: Thank you, Pejman. Before we move to the formal 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 four resolutions to be considered today. The resolutions are outlined 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 four resolutions, I will put each resolution to the meeting and ask for 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 red cards, 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 a 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 correct? The voting procedure for voting will be as follows. The proxy votes are contained in our presentation today and 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.

If you are attending in person and hold a yellow card, please complete the voting form and place the voting cards in the boxes carried by MUFG Corporate Market Share Registry staff at the conclusion of the meeting. 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, please see the instructions in our presentation today or the online guide available via the link at the bottom of your screen, or on our website at [www.g8education.edu.au/AGM 2026](http://www.g8education.edu.au/AGM2026).

Each resolution set out in the Notice of Meeting is to be considered as an ordinary resolution and as such, must be approved by a simple majority of the votes cast by shareholders entitled to vote and voting on the resolution. Shareholders can submit their votes online until five minutes after the meeting closes. Once the voting is closed, our share registry provider will tabulate the results, which will be released shortly after today's meeting on the Australian Securities Exchange. The results will also be made available on our corporate website.

Before proceeding to the first item of business, let me introduce our auditors for the 2025 financial statements, Ms Sally-Anne Jamieson and Ms Kellie McKenzie - thank you, Kellie, for joining us today and for the last nine years of your audit services - who's joined us in person and is available to take questions on the conduct of the audit and the preparation and content of the Independent External Auditor's Report. All questions should be directed to myself as Chair of the meeting and I will then invite any other Director or relevant person to respond as appropriate.

Item 1, I'll now turn to the first item of business, the financial statements and reports for G8 Education Limited. You have received the FY25 Annual Report, including the financial statements for the year ended 31 December 2025. 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 a yellow or blue attendance card are entitled to speak. 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 be able to assist you. Are there any comments or questions from those in the room on this item of business?

David Kingston: (Shareholder) Thank you. Good morning, Chair. David Kingston from K Capital. Obviously from a shareholder's point of view, another extremely disappointing announcement this morning. Three key things, occupancy hasn't improved much from its unacceptably low level. Secondly, you have closed or suspended another 40 centres. Thirdly, the market is voting very negatively. It's down one-third today. I'd also say, Chair, as per the *Corporations Act*, I do have a number of comments to make which are important for my two questions at the end of my comments, to put it in context.

Let's look at the facts, Chair. G8 was Australia's largest ASX-listed childcare company, still is. It had 400 centres, it's now got 360 which are operating. Childcare, yes, I accept has challenges, Chair, but disturbingly, in the past year, G8 has been far and away the worst performing ASX-listed childcare stock. It's fallen by 80% to 85%, Chair, from \$1.20 to \$0.24 yesterday, a calamitous \$0.16 today. Your three listed competitors, Chair, Embark has fallen

only 35% from \$0.70 to \$0.45. Mayfield has fallen just 10% from \$0.40 to \$0.36 and Nido has fallen from \$0.80 to \$0.38. Unambiguously, I don't like to say this, Chair, but I'm going to be frank, G8 is the dunce of the class.

The fall in the last three months has been spectacular from the high \$0.60s. On 10 February, there was a disturbing market update with \$350 million of goodwill written off, along with a cancellation of the dividend. The CEO's investor call, I listened to that, it was very, very underwhelming and the stock got smashed after that. Stock continues to be smacked, \$0.24 yesterday, \$0.16 today. But let's look over a 10 year period because you can have a bad year, but that's equally as woeful. G8 was \$4 a share 10 years ago. Anyone unfortunate enough to have bought then has a capital loss of 94%. That's massive value destruction.

Let's also look at what's happened with this Company. You keep on going to the market to raise equity. You've raised a lot of money and shareholders have been hurt big time. There was a \$100 million placement for your timeshare but in October 2014 at \$4.91 a share to purchase 20 new childcare centres. No one on the Board was on the Board then, so that's not your fault. But there are a number of Directors who were on the Board when you raise \$300 million at \$0.80 a share in April 2020. Those people who backed you have lost a lot of money.

More shares were issued under the DRP, but then the really bad capital management continued. In 2024/25, G8 undertook a \$50 million on-market buyback, quote, to improve EPS. The shares were purchased at miles above today's price, so G8 is overpaid, lost more shareholder money. The buyback was paused in February 2026.

At the current share price of \$0.24 yesterday, \$0.16 today, G8 yesterday had a market cap of \$185 million, today it's \$125 million. You actually raised \$300 million in April 2020, that's the extent of the shareholder value destruction. The share fall from around \$120 a mere year ago, one year ago, none of your competitors or peers have fallen as calamitously. You had a market cap of \$1 billion. Yesterday your cap was \$185 million, today it's \$125 million, \$130 million.

Clearly, as I said before, different Directors have been on the Board for different periods. Margaret Zabel, Julie Cugin, September 2017, Peter Trimble, May 2020. Yourself, Chair, Toni Thornton, November 2021. CEO, January 2023, so he's been on the Board for three and a bit years. Stephen Heath, you get a leave pass, mate, you've only been on the Board since June 2024.

Let's look at what's gone so badly wrong and to be frank, I thought the Chair's address and the CEO's address were full of euphemisms. In my opinion, this is a crisis. This Company is bordering on bankrupt the way it's going. Your market cap is below your debt and I'll come to that in a minute.

But what's gone so badly wrong? Yes, I accept childcare's tough. I'm not going to blame you for a couple of bad employees. That's fine, that's endemic, that's got nothing to do with you, so that's not my issue. My issue is you are the dunce of the class, far and away the worst performing listed childcare company. The malaise goes back for 10 years, which is a mile before the improper behaviour of a few bad people.

In addition, as Toni Thornton will know, there's a lot of people who've made good money out of childcare. Capable people make money in childcare. It's subsidised by the government to

a large degree, so it's not a case of everyone is losing money, there's been a lot of people have made good money. In my opinion, factors contributing to the disastrous performance.

Look, clearly before your time, Chair, previous management have probably committed to excessive rents on a number of properties, part of the reason why today you're closing another 40 properties. You used to have 500 centres, yesterday you were at 400, now you're at 360.

Let's look at a couple of shocking deals. In November 2019, G8 sold 25 Western Australian centres for a paltry \$6 million. Even worse, in October 2023, you announced the transfer of 31 underperforming centres and agreed to pay the new operator \$26 million to take those centres, a liability. As it turned out, some of the landlords refused to transfer them and I believe only 18 were transferred.

In my opinion, the second key factor is that you're too centralised, you're too bureaucratic. A lot of the smaller groups are making good money. You're so centralised, in my view that's inappropriate. It tends to lead to high head office expenses and arguably less effectiveness at centre level. There's no real synergies because your biggest cost share is labour and whether you've got 400 centres or one, you're paying the same labour rates. But I believe the central management structure is one of the problems.

The third factor clearly is really bad capital management. You bought back shares at over \$1, you bought them on-market at over \$1. You could buy them today, Chair, at \$0.16. That's contributed to your gross debt being \$155 million, which is above your market capitalisation. It's contributed to cancelling the dividend, because you've got no money left to pay the dividend and obviously you had to cancel the buyback.

In my view, the financials are terrible, 2025 accounts, revenue down 7%, EBIT down 19%, NPAT before the abnormal down heavily. But sadly, it's going to get worse, the results this year are going to be unambiguously worse. What's the key problem that the Board has to fix? Occupancy. 2025, it was 65.8%, down from 70.7% in 2024. Spot occupancy in the trading update, 15 February, 54.4%. It's seasonal, you announced today it's 56.4%, which is very disappointing. The market expected you to jump more because it's seasonal.

The profit outlook is horrendous. With the ongoing poor occupancy, rents and labour rates go up, yes, you've made a little bit of head office cost reduction, but the 2026 earnings outlook clearly is going to be way below 2025 earnings.

The balance sheet really worries me, Chair. I'll get to my questions in a second, but the balance sheet is a real concern. Gross debt is \$155 million. Sure, you can deduct the \$38 million cash and net debt arguably is \$117 million, but you need that cash for working capital, so the balance sheet worries me.

I think the intangible assets, even though you've dropped them by \$350 million, in my view that's delusional. I don't know how the auditor signs off on that. You're valuing the intangible assets at \$699 million, which is a write-down from the previous year at \$916 million. It's just too high and the market is saying it doesn't believe it. You retain losses of \$427 million, your NTA is negative. Lease liability is \$664 million.

Debra Singh: David, I don't want to be rude. I would happily spend some time after the meeting with you if you would like to have a discussion, because I think there are many more than one or two questions there. Not for one moment do we think our performance is acceptable. One of the reasons we're doing and taking the initiatives we're taking that we

announced today, is to ensure that we actually can retain a sustainable business. I'm happy to talk about that with you in more detail, but I don't really want to take up any more time today to do that. Pej and I both volunteer time to spend with you.

David Kingston: (Shareholder) Look, thanks for that, Chair. I'm getting to my questions, but I don't think you're going to have a whole list of people asking questions and I make no apologies.

Debra Singh: We do have questions.

David Kingston: (Shareholder) I'm sure you'll have questions, but I don't think you're going to have a whole list of people. But I will get to my two questions on this first item, Chair. Clearly, for the reasons I've mentioned, I tried to explain why I think the performance is unacceptably poor by, in reality, the Board of Directors. My first question, though, Chair, will G8 breach its debt covenants and will you need to consider yet another emergency equity raising?
Question 1.

Debra Singh: First answer to your question, if we were anywhere near breaching debt covenants, that would be disclosable. As you know, we're very good at disclosing any challenges we've had as a business. At this point and the second part of your question, not at this point.

David Kingston: (Shareholder) Okay, well, that's at this point, it could potentially be different in a month's time. Do you want to help the shareholders understand the risk that they're facing by clarifying what the debt covenants are? Because you owe \$155 million, which is higher than the value of the whole Company.

Debra Singh: That's right. Pej, would you like to - because I've been talking a lot.

Pejman Okhovat: Yes, thank you. We don't publicly disclose our debt covenant agreements with our bank, but as the Chair said, and I'll echo the Chair's response, that the Board and the management take their obligation incredibly seriously. We are reviewing our financial situation on incredibly regular timing frames and we're updating the Board accordingly.

If at any time the Board assesses that there is a disclosure required, the Board will do so, as they have demonstrated that throughout the last few year. If there were any specific issues or challenges, the Board would have considered that, so I think the Board and I have answered that question.

David Kingston: (Shareholder) Well, I don't think you have, with respect, Pej. You are hurting a lot of shareholders, shareholders are being eviscerated by the woeful performance. The market is saying the value of the Company is below your gross debt. I think you do owe it to the shareholders to let them know whether this Company is at risk in breaching its debt covenants and whether there is a potential equity issue down in the not too distant future.

Pejman Okhovat: Is there a second question? But I'll leave it to the Chair to...

Debra Singh: No, I think and we do an update at the half and I think we will leave it there. Any other questions, Josie?

David Kingston: (Shareholder) Sorry, Chair, my second question, that was the first question about the debt covenants.

Debra Singh: Coverage. David, I thought you had - that was two questions.

David Kingston: (Shareholder) No, that was a follow-up, Chair. My second question, Chair, either for you or from Pej or from the auditor. On what basis, in the accounts we're discussing today, can you possibly support a goodwill amount of \$697 million that gives shareholders funds of \$525 million? If you take out that goodwill, you've got no shareholders funds left.

But on what basis can you possibly do that? The goodwill clearly on 40 centres is zero. You've closed them or suspended them. But if either you, Chair, or the Chief Executive or the auditor could clarify on what basis you can come up with that figure, because the market disagrees vehemently.

Debra Singh: Sally, would you - or Steve, maybe, thank you.

Steven Becker: Obviously our goodwill calculations are done at a full year and a half year and we'll do our next calculations at the next half. But obviously the calculations done at the full year were based on the assumptions and the numbers at that point.

Kellie McKenzie: I'd also refer you to our Audit Report which outlines the accounting guidance and the procedures that we performed at that time. I think it is important to note that that testing is performed at 31 December last year without the use of any hindsight. To Steve's point, it will be done again at 30 June.

David Kingston: (Shareholder) As a follow-up, so in other words the true goodwill figure today may be dramatically lower. Clearly you've got no goodwill on 40 you've closed, you've lost 10% of your facilities as per this morning's announcement. It sounds like that goodwill figure will come down again dramatically at the next half year. Is that fair?

Steven Becker: Potentially, we'll do that assessment at that point. The other point I'd make is some of those centres have already been impaired already, so they've already built into those numbers.

David Kingston: (Shareholder) But clearly some of those 40 centres had some goodwill, so clearly that has to come off, but it sounds like in two months' time there's likely to be another drop. Anyway, thank you.

Kellie McKenzie: I can answer that if you want. You do not test goodwill at each centre level, so that's in our, both it's outlined in the Financial Report and in the Audit Report, so the requirements aren't to test it at a centre by centre basis.

David Kingston: (Shareholder) I know that, but clearly the goodwill associated with 400 centres is highly likely to be higher than the goodwill associated with 360 centres. Thank you.

Debra Singh: All right, let's move along. Josie, any other questions in the room? No?

Josie King: Chair, we've received a number of questions in relation to the general performance of the business. The first question relates to the employee - it comes from John Logan - relates to employee payment and remediation. What is the total cost of the scheme to date? Has \$42.2 million been paid out? Also of the \$1.5 million remaining, how many employees are affected?

Debra Singh: Pej, why don't you, yes. We've talked to this before.

Pejman Okhovat: Thank you. To date, as you outlined, the payment has been made to 96% of the employees affected. We continue to work with the Fair Work Ombudsman in a sustained effort to finalise the remaining employee payment remediation.

The remaining employees, we've tried a number of different avenues to reach them and we haven't been able to locate those individuals. The funds that are relating to those employees are actually sitting there. We're working with the Fair Work to find the best way to get it to them and we've also informed the Fair Work they'll be very happy to put it in a trust under their guidance for future to be able to assess that.

Debra Singh: Thanks, Josie.

Josie King: The next question relates to - is another question from John Logan, a second question. From the report, it appears that most revenue is derived from government public sources. What percentage of revenue is generated from what you could call private sources?

Debra Singh: Pej, I hate to do this to you, but it's the detail that you know very deeply.

Pejman Okhovat: Look, if you probably just step back, I think Mr Logan's commentary is absolutely right. Government provides families with the childcare subsidy, which has got different elements of assessing each family to access that through - there's means testing and there's activity tests that's changed around that.

What we do is on behalf of the family, we actually access that once they've applied for it and then pay, you're absolutely right. Centre by centre, the level of childcare subsidy goes towards the fees that are charged by providers. At times those fees that are paid through the childcare subsidy may not meet the level by which the actual fee of the operator is, like G8 Education.

Therefore, families have to top that CCS to that level, which if I'm correct in understanding Mr Logan's assessment, is that's the part that he's talking about. On an average basis, again it's not a metric that we calculate and we share very publicly. I can give you an approximation of that. Approximately around 60% of the revenue does come from CCS and that's very similar across the sector.

Debra Singh: Thank you. Josie.

Josie King: The next question comes from Mr Brett Westbury. To have earmarked the 40 centres for suspension, what has the Board assessed as the financial impact?

Debra Singh: Well I think it's fair to say that we have literally just finalised that decision. We aren't prepared to talk about what the actual dollar impact is at this point in time. We've suspended those centres and we'll continue to assess as we go through this process. Essentially, we've said that we'll be able to probably update at the half, Pej, as we continue through the program and we will know more.

Pejman Okhovat: Yes, I think just in terms of - absolutely right, Chair. Just to put a slightly - a little bit of colour on that point, if I may. In these really tough conditions, those centres, actually closing those centres to find an alternative, we do assess that it'll have a positive EBIT impact. But to the Chair's point, there's still a lot of things that we need to do over the coming weeks and months.

Of course, when you have third parties like landlords involved, it can take a bit of time. But assessment has been that they will have a positive impact, but the exact amount of it we'll work through in due course. Whatever we have concluded by half, we will report on.

Debra Singh: Thank you.

Josie King: Another question, this one comes from Mr Daly. His question is, do you have a strategy for growing the business?

Debra Singh: We absolutely do and I'll throw to you in a minute, Pej. But essentially it sort of feels a bit counterintuitive, but actually what we're - these initiatives that we're going through right now that we have announced today is actually going to help grow the business. We have a number of initiatives underway. I talked about that in my Chair's address, in relation to our strategy and phase 2 of our strategy around enhancing growth.

It's a very difficult time in the sector, but we feel very confident about the future. We have 36,000 children in our care every day. It's about retaining those families and actually being able to attract more families. We believe with our safeguarding and our focus on safety, we will actually be able to lead in that area. We see the future as being quite positive in relation to how we will sustainably grow the business. Pej, anything you'd add?

Pejman Okhovat: No, I think you've highlighted all the key points, Chair. Our assessment and many others who we work closely with and many others who are closely involved in the sector, we're going through an incredibly unprecedented tough time. Probably not too dissimilar to what aged care went through probably a few years ago. What we are doing, as the Chair outlined, we're ensuring that we cost adjust the business.

We're ensuring that we proactively deal with the things that are in our control, making sure we right-size our support functions, right-sizing our costs, paying attention to the areas that need to be addressed. Ensuring, to your point, we remain sustainable and fit to navigate through this challenging time. These challenging times are not here for the next month or so. We anticipate them to be here for a few months, but we want to ensure that we are fit and sustainable and to be able to grow when the market conditions change.

Debra Singh: Thank you.

Josie King: Chair, that is two questions from each shareholder online. However, there are some additional questions from those shareholders. Would you be willing to entertain additional questions?

Debra Singh: I'm just very cognisant of time. We're already at 12:55. I'm very happy to - Pej and I are very happy to answer those questions post-AGM.

Josie King: There are a number of questions relating to - there's one, perhaps one question that I will send to you now. It is a query around the Board and has the Board considered resigning after an abysmal performance, e.g. 80% of shareholder value destroyed in the last 12 months and 90% gone in the last eight years.

Debra Singh: I don't want to be flippant, but managing through the crisis that the Board has managed through over the last 12 months, it would have - an easy option would have been to resign. But this Board definitely didn't ever go to that. We went to how do we lean in, how do we continue to support the leadership team? How do we manage through this crisis and how do we come out of it? How do we protect the 36,000 families and children that are in our

care and in our centres every day? How do we retain our entire team of 9,000 people? We, as a Board, I would say, leaned in. As I said, an easy option would be to resign, in my view.

The tougher option is to actually manage through the crisis and obviously work towards a positive outcome. We're still working through that, but I can tell you it's been an extremely tough period. But I would not want to be surrounded by any other Board members than I've got around the table. I'm on other Boards and the support has been fantastic.

Josie King: Thank you, Chair. There is one question from Stephen Mayne. Stephen Mayne asks, David Kingston is the best thing to happen to an Australian AGM debate in 25 years. I was going to ask four questions today. Will you let David have more full time and ask my four questions for me?

Debra Singh: No, I think we are going to run out of time today. I'm happy to spend time with Stephen or with David.

Josie King: Thank you, Chair. There are no more questions online in relation to this item of business.

Debra Singh: Up the back, we have a yellow card.

Charlie Kingston: (Shareholder) Thank you, Charlie Kingston. Just a quick follow-up on that comment that closing the 40 centres should be EBIT positive. My understanding is you're still going to be paying the rent and a bunch of other fixed costs, but is what you're saying that those centres are losing more than the fixed costs that you're still going to have to be paying?

Then the second part, that sounds like you haven't done the work yet. But as was mentioned before, there's been - a few years ago yet you had to pay a lot of money to exit some of your loss-making centres. But clearly the market, down 30%-odd is fearing a pretty bad outcome to exit some of these centres. Could you just give some more clarity? Do you think it's going to cost further money, put more strain on the balance sheet to exit? I presume if you could have sold them, you would have. But just any reassurance or detail that you could provide would be helpful.

On the rent as well please, because I don't know what the rents are costing, but how long are the leases? Any other detail you could provide? Because I think you pay about \$120 million in rent, so 10%, \$12 million, are those - I know that there's a big spread there, but they must be losing a lot of money. Just if you could clarify that please.

Pejman Okhovat: Thank you. As I said earlier on, I'm not able to disclose a lot of the specific information that you asked, but what I can say in an overall shape of those 40, your logic of is the losses of it more than the rent we pay, you are correct in your assumption. Therefore, my earlier comment that it'll have a positive impact from an EBIT point of view, that's where it's coming from.

Have we kind of run to the ground on every one of those circa 40 centres, what the outcome will be, what will it take either to divest them or to hand them back to the landlords? We will find out in time and will provide the appropriate update on that at, as I said, half year, if we've managed to do that and anything post that.

Charlie Kingston: (Shareholder) Thank you, just a quick follow-up. How did they get to that state? What's the occupancy? Presumably very bad. Is there any geographic area? Was it

related to some of the incidents in the past? But how did they get to such a bad state and what are the learnings like?

Pejman Okhovat: It's a good question again. For those who've certainly kept close with G8 over the last three, three and a half years, what I've implemented, rather than having projects, is a portfolio optimisation framework. We assess our portfolio every year.

Now the one one-off issue that it was three days ago, when we went to the market, that was a catch-up, because we hadn't looked at our portfolio optimisation for many years, so we did that once. Since then, we have continued to optimise our portfolio and I think it would be very open and honest to say, certainly over the last 12 to 18 months, as the market conditions have got tougher and tougher, it exasperates the performing of the average performance. Many average performers are becoming lower performance due to the fact that the sector significantly has been impacted. This isn't just we made this decision the last couple of months.

We assess our centres all the time and at some point we make a decision to optimise. We have predominantly been optimising over the last two years, as I said, probably from the bottom end. We haven't added many from the top, the conditions haven't been right. But for example, last year, overall I think it was at 11 or 12 centres that we optimised out of the centres. But this year, that number would have been relatively similar numbers if the condition had significantly changed. It is exasperation of the situation that's made the number higher this year.

Debra Singh: Thank you, Josie. Can we move forward? No more questions? Thank you. As there are no further questions, I will move to the formal resolutions. As a reminder, if you are joining online, you can place your vote at any time using the virtual voting card.

The first resolution 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 or 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*, that the Remuneration Report for the year ended 31 December 2025 be adopted. I now welcome questions with respect to the Remuneration Report from those in the room. Are there any questions? David.

David Kingston: (Shareholder) Thank you, David Kingston. Good move to not put forward equity incentives, that would upset quite a few shareholders. CEO's base \$1 million, base Director's fees \$140,000 plus committee fees, that's fine when the Company was \$1 billion, it's getting fairly toppy now the Company is \$130 million.

A question to Toni Thornton. Toni, I've had the pleasure of meeting you before. You're a very capable person, member of the team. We actually met with your role at Star Entertainment, which I said to Toni before the meeting, Chair, that she tends to take tough jobs. That was a very tough job. I think you had so many Board meetings there. But I respect what you do, Toni. You worked in corporate finance for 15 years. You were also a founding director of Habitat Childcare Enterprise.

Two questions, Toni. I'm sure that the financial performance and the capital value of Habitat Childcare Enterprise has dramatically outperformed the woeful performance of G8, both in

terms of capital value over the past 10 years, so I'd be interested in your comments. I made a comment before that I think a lot of the small centres actually do pretty well because the hands-on management, they're very focused.

In my opinion, arguably, these monolithic centres, companies with 400 facilities, there's diseconomy of scale. But I'd be interested, I think all shareholders would be interested in your views on that, Toni, because you wear two hats, an owner of a small one and a director of a horribly performing big one.

But the follow-up to that, it's part of the same issue, is the shareholder value destruction has been so horrendous, \$4 peak, down to \$0.16 today, 96%, 97% down over short-term and long-term periods. Has G8 lost the licence to run this facility? Has the shareholder value destruction been so great that it should be put up for sale? Should it be broken up? I think you've got over 20 brands, Toni. Should it be broken up? Is the value of this Company greater if either the entire Company is sold or it's broken up into smaller parts? Thank you, Toni.

Toni Thornton: Thank you, David. We've actually met before Star, but originally in a previous corporate finance background, but thank you for your attendance today. Thank you for your feedback and your questions, shareholder feedback is very important to us.

I think comparisons can be really difficult. I don't think there is a ECEC operator in the current environment who has seen anything like what we are going through today, whether it be small operators, medium operators, operators of not-for-profits equally. Everyone is looking at a scenario where there has been a significant shift in the supply-demand mechanics, there has been a significant erosion of trust through various and numerous events. I think Pej had alluded to it, that aged care has gone through what you would say is a similar situation.

I'm not convinced it's great to look at the comparisons between the operators. Smaller operators tend to have different structures, different cost structures, different lease obligations, some of them own buildings, some of them don't. This industry is very much about the main drivers of occupancy are really around that network quality. When I look at G8, our network quality is on the improve, which is one of the key drivers of leading occupancy and that's a really important metric.

This is an industry that has a profit-for-purpose environment. This isn't investment banking, it is where we really need to invest in the long-term sustainability of the business. As a Board, that is a very important ticket to play as such, the words that you used. For us, working through this volatile period and staying very focused on that, to lead us through what has been a really challenging time, is the most sensible strategy for shareholder value for the amazing team that we have that turn up each day. From my perspective, that's probably the most useful comments I can make in that, in your questions. I'm very happy to chat to you afterwards, as I spoke to you before.

David Kingston: (Shareholder) Thank you, Toni, I respect those comments. I'm sure that you won't be closing any of your own centres, whereas G8's announced today it's closing 10% of its own centres. Having closed in the last few years, dropped from 500 to 400, we're now down at 360. I don't think that fate is awaiting your private business.

But one thing I do take a little bit of umbrage at, I do try to be balanced and fair, believe me. I don't just look at the one-year period. I've gone back 10 years, because I think 10 years

takes out the blips. I honestly do try to be fair and balanced. To be honest, I'd much prefer to come along here today and congratulate everyone, but I'm not going to do that. But I do think there's been a lot of euphemisms today. I think the Chair said before, we are in good shape. You and I, Chair, have a different definition of good. The CEO said we're looking to sustainably grow this Company.

Chair, CEO, I think the big issue is whether you can survive with the debt you've got. But Toni, you're a mature person, you've been around for a long time. Thank you for reminding me we met before Star. The excuses keep coming, Toni. This is a long-term, massive erosion of shareholder value. I accept that the challenges have come out more acutely in the last 6-12 months.

I actually know Adele Ferguson personally, I know her well. I think she was a bit too tough on the sector, but that's Adele. I accept that, it's tough, it's tough for everyone. But my point today, Toni, yes, it's a tough sector, but G8, by a million miles, is far and away the worst performing of the listed childcare companies. That's the issue. If you're on the same page as the others, I would have no comments, because I accept it's a tough game, but you're the worst of the breed and I'd appreciate your thoughts on that, Toni.

Toni Thornton: David, I'm not sure I can add anything to my previous comments in terms of where we sit and the difficulties with comparisons. I fully accept that the performance to date has and is not something that as a Board we're comfortable with. We are very wholly and solely focused on navigating this business through an incredibly tough time. I'm not sure what else I can say about that.

I'm very happy to chat to you afterwards about sector dynamics and various elements of what can and drives growth in occupancy in this sector. But at the moment, even our most significant competitors are having a very, very depressed experience with occupancy. Until we navigate through that and we're very focused on navigating through that, this is the period that we need to stay firm on a very clear goal and clear direction to help drive the business into good shape.

Debra Singh: Thank you, Toni, we'll move forward. Josie, no other questions? Thank you.

Josie King: Apologies, Chair, there is one more question from Stephen Mayne. His question is he's amazed there are no protest votes on any item today, including the Remuneration Report. Which proxy advisors issued reports and did they oppose any items, including this Remuneration Report?

Debra Singh: We had two proxy advisors report, Ownership Matters and Glass Lewis and there were no opposing votes, as I understand it. Josie, that's correct? Yes, thank you. Okay, now can we move forward? Okay, proxy votes have been received in respect of this resolution and appear on screen now. This resolution will be determined by a poll. Can I ask all in attendance that have been issued with a yellow shareholder or proxyholder card to complete the voting from on the reverse of the card.

Resolution 2, we will now move to resolution two, the re-election of Professor Julie Cogin. The resolution is to consider and if thought fit, to pass the following resolution as an ordinary resolution. That Professor Julie Cogin, who having been elected on 20 April 2023 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, to be elected as a Director of the Company.

As stated in the Notice of Meeting, Professor Julie Cogin is seeking re-election as a Director of the Company. I can confirm that Julie has the full support of the Board for her re-election and the Board considers her to be an Independent Non-Executive Director. More information about Julie's background, qualification and experience appear in the explanatory note to the Notice of Annual General Meeting. Before we move to the resolution, Julie will say a few words.

Julie Cogin: Chair, fellow Directors and shareholders, thank you for the opportunity to speak today, as I stand for re-election as a Non-Executive Director of G8 Education. I have served on the Board for nine years and have spent over 35 years working in the education sector. My commitment to G8 and the families we serve is grounded in a long-standing belief of the power of education to change lives, a belief that has sustained my motivation as a leader through periods of significant challenge for the education sector.

I have seen firsthand how high quality learning delivers lasting benefits for children. It also provides significant value to families and communities by enabling workforce participation and contributing to long-term social and economic outcomes. These experiences continue to shape how I approach my role on this Board.

At G8, our responsibility begins with the safety and wellbeing of children in our care. Child safety is not simply a compliance obligation, it is our most fundamental duty and the foundation of trust families place in us each day. As a Board member, I am strongly committed to ensuring that child safety is embedded in our governance, systems, culture and leadership expectations and that it remains subject to rigorous oversight and continuous improvement.

I have degrees in organisational psychology, law, education, HRM, cybersecurity and business and I bring experience across various areas with deep expertise in strategy, law, education and HR. This contributes to our ongoing efforts to elevate educational quality, workforce stability, disciplined financial management and effective execution of strategy.

My experience has consistently reinforced that high quality education outcomes depend on the experience of our people. Educators who are supported, well-led and engaged create safer, more stable and higher quality learning environments. From a governance perspective, this requires a strong focus on culture, workforce capability, leadership development and accountability, not as soft considerations, but as essential drivers of performance and risk management.

Quality is not only fundamental to our purpose, it is a critical driver of performance in the current operating landscape and will ensure our long-term growth. If re-elected, I remain committed to championing the safety and wellbeing of children as our foremost responsibility, bringing an education-informed and people-centred perspective to Board discussions, supporting a culture of accountability, professionalism and continuous improvement and working with the Board and management to drive improved performance and increased returns for shareholders.

Delivering safe, high quality education and achieving strong financial performance are mutually reinforcing. I'm committed to supporting G8 to be an organisation that families continue to trust, educators are proud to work for and shareholders can have confidence in over the long term. Thank you for your continued support and for considering my re-election.

Debra Singh: Thank you, Julie. Are there any comments or questions from the room? David.

David Kingston: (Shareholder) Thank you, Chair. David Kingston. You spoke beautifully, professor, I'll call you professor. Very eloquent, obviously a very intelligent woman, far more degrees than I've got. I'm purely law and commerce, professor. You're law and numerous things, so obviously a highly talented woman. You ignored one thing though, professor, the elephant in the room. In your nine years, professor, under your tenure, and you are the longest serving Director on the Board, along with Margaret, the Company has destroyed 95% of shareholder value, mid to high threes down to \$0.16 today. Again I'm happy to ignore short-term issues.

I think clearly there's challenges at the moment, but this is a nine-year issue, Professor. You're one of the Board, destroyed 95% of shareholder value. Board seats are not a sinecure. You're being voted on every day, as is every Director, by the share market. At the moment, even though you're an incredibly intelligent woman with great credentials, the share price, professor, you hand out marks to your students, share price is giving you an F, F for fail, because you've destroyed a lot of shareholder value in your role as a Director.

I have two questions for the professor. You ignored the issue of shareholder value destruction, so what personal accountability do you personally take for the major share price destruction, which hurts people? Shareholders are hurt, they're injured, over your duration. That's question number 1.

Question number 2 is, I've got enormous respect for you, for the reasons I've said, but I'm surprised you are standing for re-election today. You've been on the Board for nine years, I'm surprised you're not resigning. Also would you care - you're obviously a very kind, decent, great person, but would you personally take the opportunity today, professor, to apologise to the many shareholders who've been hurt over your duration as Director, because they've lost a lot of money? Not me, I'm a recent shareholder so I'm not injured, but a lot of other people are, professor. They're my two questions, thank you.

Julie Cugin: I certainly, as a Director for nearly nine years, take responsibility for the performance of this business. It's not where we would hope it would be and I believe that it is undervalued, so definitely take responsibility. We've worked very hard as every event has unfolded to the best of our ability. I am going up for re-election because the sector is facing a lot of pressure. Uncertainty, regulatory change and continuity in the Board and corporate knowledge is important to us. As a Board, we have ongoing evaluation of our performance and this has helped with external people. We have a skills matrix and that has guided our decision.

We do have active activities in place for Board renewal at the moment and we encourage people, new people, to come on Board and new Directors. That said, there are a number of initiatives that Pej and Debra have outlined for the future. I believe that I'm able to contribute to those and that my experience places me in good stead to contribute to those. Ultimately, it is up to shareholders to make a call about if I'm making a contribution, so I'll leave it up to them.

Debra Singh: Thank you, Julie. I think we'll move on.

David Kingston: (Shareholder) Chair, I have a follow-up question.

Debra Singh: You asked two questions, David, we need to keep moving forward, I'm sorry.

David Kingston: (Shareholder) With respect, I have attended a lot of AGMs. (1) The professor did not answer one of my questions. But I have never known a Chair who refuses

to allow a follow-up question, particularly as this is a right of shareholders in the *Corporations Act*.

Debra Singh: Okay, David, we are running out of time.

David Kingston: (Shareholder) Chair, this is a crisis meeting. Shareholders are being slaughtered. I think you should give shareholders the right to ask the questions, make the comments that under the *Corporations Act* they are allowed to ask. With respect, the meeting's been going an hour and 20 minutes. This is a crisis meeting from the shareholders' perspective. I do think they should have the right to ask questions. Professor, you didn't answer my specific question. I'm the professor now, you're the student. That's a joke. You didn't answer my specific question.

Do you take this opportunity today to apologise for your contribution to the massive value destruction that has incurred over your nine years? I do disagree with you, professor, there's two parties in this equation. There's you, highly talented woman, notwithstanding the failure, the F for fail over your nine years, you have decided to put your name forward for re-election. There's two parties. Do you feel embarrassed, so you should step down?

But secondly, you are right, the shareholders do have the right to disagree with you, but I'm intrigued as to why an honest, highly talented woman of your calibre is actually fronting up today, given the value destruction for shareholders and putting your name forward. Two follow-ups, but particularly, do you want to apologise for the painful value loss that you have partly contributed over your nine-year period? Thank you.

Julie Cogin: Mr Kingston, I have said that I regret the performance of this business over the term of my tenure as a Director. I believe from the election results so far that I haven't been given an F as a fail. I believe that they're supportive of my re-election because of the value that I am still making and contributing to the Board, so I'll leave it at that.

Debra Singh: Thank you, Julie. Are there any questions online?

Josie King: Yes, Chair, there is one question, two questions from Mr Westbury. The first is, notwithstanding your contributions to the Board, did you actively question the capital allocation policies at meetings, including the buy-back?

Julie Cogin: Yes, in very much a fulsome way, not only the capital allocation but all financial matters and all business performance of G8.

Debra Singh: Thank you.

Josie King: There's a second question. Have Professor Cogin's theories of early childhood education played any role in the poor financial performance of the Company?

Julie Cogin: I'm not sure exactly what that question is getting at, but theories of education are discussed at the Education Advisory Board, which we have, which I chair. Those theories do convert into G8's education strategy, which we're very proud of and is obviously delivering in terms of quality outcomes for our children. The education strategy, like our IT strategy, like our marketing strategy, our family strategy, always has to be considered in a balanced way. What we can afford to do, how do we prioritise and it's exactly the same happens with education.

Josie King: One final question, Chair. This is from Mr Stephen Mayne. Is this your last term?

Julie Cogin: I believe so. We have a guidance of 10 years, so at this stage, to the best of my knowledge that I have, this would be my last term.

Debra Singh: Thank you, Julie. We're very supportive of your re-election, I think as our major shareholders. I'd also just like to add that we are undergoing right now and we do this periodically, a Board renewal process. I won't ask you to talk to that, Margaret, as the Nomination Chair, but just to say that we actively have a Board renewal process underway. Thank you. Is that all, Josie? Thank you.

Proxy votes have been received in respect of this resolution and appear on screen now. Professor Cogin will not vote on this item and the resolution will be determined by a poll. Please mark your voting card accordingly.

We will now move to Resolution 3, the re-election of Peter Trimble. The resolution is to consider and if thought fit, to pass the following resolution as an ordinary resolution. That Mr Peter Trimble, who having been re-elected on 20 April 2023 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 Peter Trimble is seeking re-election as the Director of the Company. I can confirm that Peter 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 Peter's background and qualifications, experience, et cetera, appear in the explanatory note to the Notice of Annual General Meeting.

Before we move to the resolution, I would like to read Peter's prepared remarks in support of his re-election. Dear shareholders, it is my privilege to nominate for re-election as an Independent Non-Executive Director. The last three years as a Director and Chair of the Audit and Risk Committee have been challenging for our Company and the industry, but still highly rewarding. I continue to be inspired by the passion and dedication of the entire G8 team, including my fellow Directors.

My background is first and foremost in finance, but also extends across governance, risk management, strategy and planning, M&A and business restructuring and improvement, including in the early learning sector. It has enabled me to contribute to the strategic thinking and good governance of this Company. I believe focus must always be on delivering great outcomes for our children and families. If we do this well, by carefully managing the associated risks, we can in parallel be a great employer, deliver shareholder value, long-term sustainability and be a good corporate citizen.

Like Julie, I also believe that early learning education is one of the most important investments we can make in the future and is at the core and reason why I am committed to this Company and focused on its future success. Ladies and gentlemen, thank you for the opportunity to address you today. It would be an honour to have your support for another term. That concludes Peter's prepared remarks. Any questions for the room?

David Kingston: (Shareholder) Thank you. Look, Chair, I appreciate Peter's unwell, so is unable to participate, so maybe if I can address my questions for Peter to you. Peter's experience is obviously highly relevant. He joined ABC Learning in 2008 as CFO, immediately prior to it going into administration. He played a major role in the restructure and the sale to Goodstart.

In Peter's words before, he mentioned that he is strong at business restructures, which I would accept. He's strong at strategic thinking, but I'm not sure that I would agree with that because the Company is not in a good place. He's strong, he says, at managing risk. Again, I'm not sure that I agree with that because the risks are currently hurting this Company big time.

But in Peter's absence, Chair, I would appreciate maybe if you could comment on two things. I was surprised to hear you say before the Company's in good shape. Secondly, I was very surprised to hear the CEO say before that the Company will sustainably grow the business. In my view, priority number 1 is to rescue the Company, restructure the Company, to recover some shareholder value. To grow the business, to me, is fanciful at the moment. But I'd just appreciate the comments on those two comments, Chair, in Peter's absence. Thank you.

Debra Singh: What I'm going to say to that, David, is what we're doing - and I said it earlier, the initiatives we're taking is actually about how we continue to keep this business as a sustainable business. We believe everything we're doing across the business is actually building for the future. I can tell you, Peter is an integral part of the Board and I think I'll leave it there. He has the full Board support and I think I'll leave it there.

David Kingston: (Shareholder) Just a brief follow-up, Chair. At what point do you say we've had enough time, we've had a crack, we have destroyed a lot of shareholder value, we are going to pass the baton to a better operator or break the Company up into components? To keep on hearing, as the share value goes down to horrible levels, to keep on hearing about growth, sustainable future, there may be no sustainable future, Chair.

I am concerned about the debt covenants and the answer to that was, at the moment there's no concern. Maybe there is in a month's time, but at what point does the professor and yourself say we've had enough, we've had a decent crack, it didn't work, let's pass the baton? Thank you.

Debra Singh: I appreciate your thoughts and I'll take that under consideration, thank you. No more questions, Josie?

Josie King: Chair, there are two questions. The first question relates - in respect to this business, is a question for Mr Trimble, similar in nature to the question asked of Julie Cogin in relation to her contribution to the Board and actively questioning the capital allocation policies at meetings, including the buyback. I think I would just take this opportunity to say as noted, Mr Trimble is unable to be here so he will be unable to answer that question.

The next question is, did either of the candidates up for election today meet with any shareholders or proxy advisors before winning these thumping 95% endorsements, despite shareholders losing 95% of their money? That's a question from Stephen Mayne.

Debra Singh: I'll answer that. Peter didn't meet with any of the proxy advisors with me, but Julie has every year that we - just prior to AGM, we spend time with our proxy advisors and Julie, we had some very good conversations with them over the last few weeks. Thank you.

Josie King: No further questions, Chair.

Debra Singh: Thank you. Proxy votes have been received in respect of this resolution and appear on screen now. Mr Trimble will not vote on this item and the resolution will be determined by a poll. Please mark your voting card accordingly.

We will now move to resolution 4 regarding the approval of the G8 Education Executive Incentive Plan. The resolution is to consider and if thought fit, to pass the following resolution as an ordinary resolution, that for the purpose of Listing Rule 7.1 and in accordance with Listing Rule 7.2 Exception 13 and if all other purposes, the G8 Education Executive Incentive Plan as described in section 2.5 of the explanatory statement be approved for the issue of securities under the GEIP. Are there any comments or questions from the room?

David Kingston: (Shareholder) Chair, does that mean that shares might be issued at the current calamitous level of \$0.16? Could you just clarify for the benefit of shareholders what price the shares will be issued at, or the performance rights, whatever they are? Thank you.

Debra Singh: There's no performance rights going up. Julie, do you just want to add?

Julie Cogin: Yes. No, we're not recommending any performance rights. This is in terms of our remuneration framework. If we are going to offer them to the CEO and the executive team, we've got to come back to shareholders and get their support to do that. This is for our incentive plan.

David Kingston: (Shareholder) But, professor, you wouldn't contemplate issuing shares to any executive at the current appalling level of \$0.16, would you?

Julie Cogin: Well I think we have made that clear, because there is nothing being offered at the moment and shareholders are not voting on that. What you are doing is voting on our framework and our plan.

David Kingston: (Shareholder) Thanks.

Josie King: There are no questions online, Chair.

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

That is the end of the business being put to the meeting today. I will 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, place it in the boxes carried by the registry staff. 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.

That brings us to the end of the meeting today. Thank you for your attendance and for your continued interest in G8 Education. We look forward to your ongoing support in the coming year. I now declare the meeting closed. Thank you.

[END OF TRANSCRIPT]