



24 February 2017

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ABN 98 120 328 529
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The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

Re: Notice of change of interests of substantial holder ~ G8 Education Limited (GEM)

We enclose notice of change of interests of substantial holder in G8 Education Limited (GEM). This notice is given by Greencape Capital Pty Ltd.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Andrew Brown'.

Andrew Brown
Company Secretary

attach

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **G8 Education Limited**
ACN/ARSN **123 828 553**

1. Details of substantial holder(1)

Name **Greencape Capital Pty Ltd**
ACN/ARSN (if applicable) **120 328 529**

There was a change in the interests of the substantial holder on **22/02/2017**

The previous notice was given to the company on **22/02/2017**

The previous notice was dated **22/02/2017**

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	27,447,301	7.12%	21,647,301	5.62%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure 1	Greencape Capital Pty Ltd	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Greencape Capital Pty Ltd	Citicorp Nominees Pty Limited	Citicorp Nominees Pty Limited	Ordinary Fully Paid securities sold on market by Greencape Capital Pty Ltd	1,990,317 (Ordinary Fully Paid)	1,990,317
Greencape Capital Pty Ltd	J P Morgan Nominees Australia Limited	J P Morgan Nominees Australia Limited	As above	8,091,120 (Ordinary Fully Paid)	8,091,120
Greencape Capital Pty Ltd	National Nominees Limited	National Nominees Limited	As above	2,747,065 (Ordinary Fully Paid)	2,747,065
Greencape Capital Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	As above	8,818,799 (Ordinary Fully Paid)	8,818,799

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Greencape Capital Pty Ltd	Level 2, 5 Martin Place, Sydney NSW 2000

Signature

print name **Andrew Brown** Capacity **Company Secretary**



sign here **24/02/2017**

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.

(2) See the definition of "associate" in section 9 of the Corporations Act 2001.

(3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



Andrew Brown
Company Secretary of Greencape Capital Pty Ltd

Transactions:

Company

Name/Scheme: G8 Education Limited (GEM)

As at: 22/02/2017

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
21/02/2017	Greencape Capital Pty Ltd	Sell	47,971.01	- 12,763	12,763
21/02/2017	as above	Sell	507,452.34	- 135,011	135,011
21/02/2017	as above	Sell	1,940,230.66	- 516,211	516,211
21/02/2017	as above	Sell	1,424,907.81	- 379,106	379,106
21/02/2017	as above	Sell	49,094.83	- 13,062	13,062
21/02/2017	as above	Sell	3,303,677.85	- 878,965	878,965
21/02/2017	as above	Sell	871,360.00	- 231,831	231,831
21/02/2017	as above	Sell	318,939.76	- 84,856	84,856
21/02/2017	as above	Sell	119,553.55	- 31,808	31,808
21/02/2017	as above	Sell	1,189,172.18	- 316,387	316,387
22/02/2017	as above	Sell	696,342.98	- 182,748	182,748
22/02/2017	as above	Sell	146,521.31	- 38,453	38,453
22/02/2017	as above	Sell	1,457,721.87	- 382,564	382,564
22/02/2017	as above	Sell	59,057.39	- 15,499	15,499
22/02/2017	as above	Sell	622,707.00	- 163,423	163,423
22/02/2017	as above	Sell	2,380,943.68	- 624,854	624,854
22/02/2017	as above	Sell	1,646,104.23	- 432,003	432,003
22/02/2017	as above	Sell	60,177.65	- 15,793	15,793
22/02/2017	as above	Sell	4,054,707.61	- 1,064,116	1,064,116
22/02/2017	as above	Sell	1,068,996.29	- 280,547	280,547

Total Number of Securities

-5,800,000