

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme G8 Education Ltd

ACN/ARSN 123 828 553

1. Details of substantial holder (1)

Name The Vanguard Group, Inc.
ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 8 February 2018

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	22,586,383	22,586,383	5.036%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Vanguard Investments Australia Ltd.	Beneficial Owner	Ordinary – 12,489,014
The Vanguard Group, Inc.	Beneficial Owner	Ordinary – 10,097,369

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Vanguard Investments Australia Ltd	JP Morgan Chase Bank, N.A. and various other Custodians	Vanguard Investments Australia Ltd is the manager of various superannuation funds, institutional investor portfolios and unit trusts and in that capacity can exercise the power to vote and/or dispose of the shares	Ordinary – 12,489,014
The Vanguard Group, Inc.	Brown Brothers Harriman	The Vanguard Group, Inc., is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares	Ordinary – 4,122,966
The Vanguard Group, Inc.	JP Morgan Chase Bank, N.A.	The Vanguard Group, Inc., is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares	Ordinary – 5,956,879
The Vanguard Group, Inc.	State Street Bank and Trust Company	The Vanguard Group, Inc., is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares	Ordinary – 17,524

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)	Class and number of securities
See Annexure A			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

Name	Address
The Vanguard Group, Inc.	P.O. Box 2600, V26 Valley Forge, PA 19482 USA
Vanguard Investments Australia Ltd	Level 34, 2 Southbank Blvd, Southbank 3006 VIC

print name Keith Delgado capacity NYZ

sign here  date 12 February 2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an Associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest has 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.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil
Lodging Fee	Nil
Other forms to be completed	Nil
Additional information	<p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none">(i) within 2 business days after they become aware of the information; or(ii) by 9:30 am on the next trading day of the relevant securities exchange after they become aware of the information if:<ul style="list-style-type: none">(A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and(B) the person becomes aware of the information during the bid period.
Annexures	<p>To make any annexure conform to the regulations, you must</p> <ol style="list-style-type: none">1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides2 show the corporation name and ACN or ARBN3 number the pages consecutively4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopies5 identify the annexure with a mark such as A, B, C, etc6 endorse the annexure with the words: <i>This is annexure (mark) of (number) pages referred to in form (form number and title)</i>7 sign and date the annexure <p>The annexure must be signed by the same person(s) who signed the form.</p>

To Company
ACN/ARSN

G8 Education Ltd.
123 828 553

Substantial Holder Name
ACN/ARSN

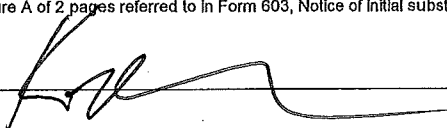
The Vanguard Group, Inc.
N/A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
19-Oct-2017	The Vanguard Group, Inc.	Buy	4.36	Ordinary	4,804	4,804
24-Oct-2017	The Vanguard Group, Inc.	Buy	4.63	Ordinary	7,206	7,206
26-Oct-2017	The Vanguard Group, Inc.	Buy	4.56	Ordinary	55,945	55,945
8-Nov-2017	The Vanguard Group, Inc.	Buy	4.47	Ordinary	7,206	7,206
9-Nov-2017	The Vanguard Group, Inc.	Buy	4.50	Ordinary	2,780	2,780
10-Nov-2017	The Vanguard Group, Inc.	Buy	4.51	Ordinary	6,116	6,116
10-Nov-2017	The Vanguard Group, Inc.	Buy	4.51	Ordinary	12,010	12,010
15-Nov-2017	The Vanguard Group, Inc.	Buy	4.53	Ordinary	1,668	1,668
16-Nov-2017	The Vanguard Group, Inc.	Buy	4.56	Ordinary	3,336	3,336
16-Nov-2017	The Vanguard Group, Inc.	Buy	4.56	Ordinary	4,804	4,804
24-Nov-2017	The Vanguard Group, Inc.	Buy	4.44	Ordinary	563	563
30-Nov-2017	The Vanguard Group, Inc.	Buy	4.41	Ordinary	8,175	8,175
30-Nov-2017	The Vanguard Group, Inc.	Buy	4.41	Ordinary	509	509
6-Dec-2017	The Vanguard Group, Inc.	Sell	3.44	Ordinary	(4,804)	(4,804)
13-Dec-2017	The Vanguard Group, Inc.	Sell	3.47	Ordinary	(7,206)	(7,206)
14-Dec-2017	The Vanguard Group, Inc.	Sell	3.47	Ordinary	(4,804)	(4,804)
21-Dec-2017	The Vanguard Group, Inc.	Sell	3.40	Ordinary	(2,328)	(2,328)
21-Dec-2017	The Vanguard Group, Inc.	Buy	3.40	Ordinary	4,445	4,445
26-Dec-2017	The Vanguard Group, Inc.	Buy	3.44	Ordinary	12,446	12,446
29-Dec-2017	The Vanguard Group, Inc.	Sell	3.39	Ordinary	(3,492)	(3,492)
2-Jan-2018	The Vanguard Group, Inc.	Buy	3.43	Ordinary	5,092	5,092
4-Jan-2018	The Vanguard Group, Inc.	Buy	3.46	Ordinary	3,556	3,556
4-Jan-2018	The Vanguard Group, Inc.	Buy	3.46	Ordinary	7,638	7,638
5-Jan-2018	The Vanguard Group, Inc.	Buy	3.47	Ordinary	4,445	4,445
9-Jan-2018	The Vanguard Group, Inc.	Buy	3.47	Ordinary	10,668	10,668
11-Jan-2018	The Vanguard Group, Inc.	Buy	3.42	Ordinary	7,112	7,112
16-Jan-2018	The Vanguard Group, Inc.	Buy	3.44	Ordinary	817	817
16-Jan-2018	The Vanguard Group, Inc.	Buy	3.43	Ordinary	5,334	5,334
18-Jan-2018	The Vanguard Group, Inc.	Buy	3.41	Ordinary	7,112	7,112
19-Jan-2018	The Vanguard Group, Inc.	Buy	3.45	Ordinary	4,448	4,448
26-Jan-2018	The Vanguard Group, Inc.	Buy	3.39	Ordinary	5,334	5,334
30-Jan-2018	The Vanguard Group, Inc.	Buy	3.38	Ordinary	6,223	6,223
1-Feb-2018	The Vanguard Group, Inc.	Buy	3.37	Ordinary	8,001	8,001
5-Feb-2018	The Vanguard Group, Inc.	Sell	3.31	Ordinary	(4,616)	(4,616)
5-Feb-2018	The Vanguard Group, Inc.	Sell	3.31	Ordinary	(5,770)	(5,770)
8-Feb-2018	The Vanguard Group, Inc.	Sell	3.28	Ordinary	(2,308)	(2,308)
8-Feb-2018	The Vanguard Group, Inc.	Buy	3.29	Ordinary	159,998	159,998
10-Oct-2017	Vanguard Investments Australia Ltd	Buy	4.27	Ordinary	9,076	9,076
18-Oct-2017	Vanguard Investments Australia Ltd	Buy	4.32	Ordinary	18,882	18,882
18-Oct-2017	Vanguard Investments Australia Ltd	Buy	4.32	Ordinary	15,226	15,226
27-Oct-2017	Vanguard Investments Australia Ltd	Buy	4.46	Ordinary	2,790	2,790
31-Oct-2017	Vanguard Investments Australia Ltd	Buy	4.56	Ordinary	25,176	25,176
1-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.52	Ordinary	22,437	22,437
7-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.49	Ordinary	6,807	6,807
7-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.49	Ordinary	4,185	4,185
7-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.49	Ordinary	25,957	25,957
13-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.56	Ordinary	24,514	24,514
14-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.52	Ordinary	22,225	22,225
16-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.55	Ordinary	28,326	28,326
16-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.55	Ordinary	4,185	4,185
20-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.46	Ordinary	9,172	9,172
22-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.56	Ordinary	9,525	9,525
22-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.56	Ordinary	4,650	4,650
24-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.44	Ordinary	12,700	12,700
24-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.44	Ordinary	6,045	6,045
28-Nov-2017	Vanguard Investments Australia Ltd	Buy	4.41	Ordinary	12,700	12,700
30-Nov-2017	Vanguard Investments Australia Ltd	Sell	4.41	Ordinary	(5,923)	(5,923)
1-Dec-2017	Vanguard Investments Australia Ltd	Sell	4.42	Ordinary	(6,542)	(6,542)
1-Dec-2017	Vanguard Investments Australia Ltd	Buy	4.42	Ordinary	8,976	8,976
4-Dec-2017	Vanguard Investments Australia Ltd	Sell	3.40	Ordinary	(5,132)	(5,132)
4-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.40	Ordinary	5,132	5,132
5-Dec-2017	Vanguard Investments Australia Ltd	Sell	3.58	Ordinary	(10,230)	(10,230)

11-Dec-2017	Vanguard Investments Australia Ltd	Sell	3.44	Ordinary	(1,883)	(1,883)
12-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.48	Ordinary	9,525	9,525
14-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.47	Ordinary	2,610	2,610
15-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.48	Ordinary	15,375	15,375
15-Dec-2017	Vanguard Investments Australia Ltd	Sell	3.49	Ordinary	(524,535)	(524,535)
19-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.47	Ordinary	11,404	11,404
20-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.47	Ordinary	11,145	11,145
20-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.47	Ordinary	4,536	4,536
21-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.40	Ordinary	11,404	11,404
27-Dec-2017	Vanguard Investments Australia Ltd	Buy	3.38	Ordinary	8,553	8,553
2-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	6,155	6,155
2-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	5,653	5,653
2-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	6,987	6,987
2-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	48,322	48,322
2-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	24,389	24,389
2-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	32,859	32,859
2-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	88,630	88,630
4-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.46	Ordinary	73,136	73,136
4-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.46	Ordinary	6,627	6,627
4-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.46	Ordinary	14,130	14,130
4-Jan-2018	Vanguard Investments Australia Ltd	Sell	3.42	Ordinary	(34,944)	(34,944)
10-Jan-2018	Vanguard Investments Australia Ltd	Sell	3.45	Ordinary	(6,552)	(6,552)
12-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.41	Ordinary	8,478	8,478
16-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.44	Ordinary	35,607	35,607
16-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.44	Ordinary	5,040	5,040
23-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.43	Ordinary	108,537	108,537
24-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.41	Ordinary	13,254	13,254
24-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.41	Ordinary	3,528	3,528
29-Jan-2018	Vanguard Investments Australia Ltd	Buy	3.28	Ordinary	3,024	3,024
1-Feb-2018	Vanguard Investments Australia Ltd	Buy	3.37	Ordinary	8,478	8,478
1-Feb-2018	Vanguard Investments Australia Ltd	Sell	3.37	Ordinary	(38,304)	(38,304)
6-Feb-2018	Vanguard Investments Australia Ltd	Buy	3.22	Ordinary	8,478	8,478
6-Feb-2018	Vanguard Investments Australia Ltd	Buy	3.22	Ordinary	3,024	3,024
7-Feb-2018	Vanguard Investments Australia Ltd	Buy	3.25	Ordinary	35,862	35,862
8-Feb-2018	Vanguard Investments Australia Ltd	Buy	3.30	Ordinary	8,478	8,478

This is Annexure A of 2 pages referred to in Form 603, Notice of Initial substantial holder.

Signature



Date

12-Feb-18