

20 April 2018

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

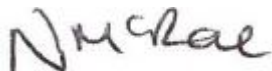
By electronic lodgement

Dear Sir/Madam

Re: Notice of ceasing to be a substantial holder – G8 Education Limited (GEM)

We enclose notice of ceasing to be a substantial holder in G8 Education Limited. This notice is given by Greencape Capital Pty Ltd.

Yours faithfully



Naomi McRae
Company Secretary

attach

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a 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 529The holder ceased to be a
substantial holder on**18/04/2018**

The previous notice was given to the company on

06/04/2018

The previous notice was dated

06/04/2018**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) 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

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. 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

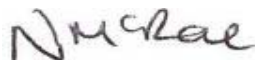
print name

Naomi McRae

Capacity

Company Secretary

sign here



date

20/04/2018

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 4 of the form.

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

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

(4) 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.

(5) 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.

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

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

Naomi McRae

Naomi McRae
Company Secretary of Greencape Capital Pty Ltd

Transactions:

Company

Name/Scheme: G8 Education Limited (GEM)

As at: 18/04/2018

Class of security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
05/04/2018	Greencape Capital Pty Ltd	Buy	369,613.17	148,100	148,100
18/04/2018	as above	Sell	36,478.75	-14,588	14,588
18/04/2018	as above	Sell	402,013.96	-160,767	160,767
18/04/2018	as above	Sell	2,068,033.71	-827,015	827,015
18/04/2018	as above	Sell	40,727.27	-16,287	16,287
18/04/2018	as above	Sell	26,983.97	-10,791	10,791
18/04/2018	as above	Sell	2,617,205.48	-1,046,631	1,046,631
18/04/2018	as above	Sell	712,330.92	-284,864	284,864
18/04/2018	as above	Sell	295,825.98	-118,302	118,302
18/04/2018	as above	Sell	72,207.33	-28,876	28,876
18/04/2018	as above	Sell	936,699.75	-374,590	374,590
18/04/2018	as above	Sell	1,543,592.87	-617,289	617,289
Total Number of Securities				-3,351,900	