

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **G8 EDUCATION LTD**

ACN/ARSN:

1. Details of substantial holder (1)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

09 August 2018

The previous notice was given to the company on

11 July 2018

The previous notice was dated

11 July 2018

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 Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
COMMON STOCK	33,606,211	7.41%	28,006,522	6.18%

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
			AUD	COMMON STOCK	COMMON STOCK
10-Jul-18	FIL	BUY	2.49	281,347	281,347
11-Jul-18	FIL	BUY	2.49	137,639	137,639
11-Jul-18	FIL	BUY	2.49	22,293	22,293
12-Jul-18	FIL	BUY	2.45	242,450	242,450
12-Jul-18	FIL	BUY	2.45	39,269	39,269
16-Jul-18	FIL	BUY	2.49	190,010	190,010
16-Jul-18	FIL	BUY	2.50	8,615	8,615
16-Jul-18	FIL	BUY	2.52	152,018	152,018
16-Jul-18	FIL	BUY	2.49	14,531	14,531
16-Jul-18	FIL	BUY	2.50	2,461	2,461
16-Jul-18	FIL	BUY	2.52	12,749	12,749
18-Jul-18	FIL	BUY	2.50	1,845	1,845

18-Jul-18	FIL	BUY	2.50	92,378	92,378
18-Jul-18	FIL	BUY	2.50	32,519	32,519
18-Jul-18	FIL	BUY	2.50	399,346	399,346
18-Jul-18	FIL	BUY	2.50	73,912	73,912
19-Jul-18	FIL	BUY	2.46	58,687	58,687
19-Jul-18	FIL	BUY	2.46	20,659	20,659
19-Jul-18	FIL	BUY	2.46	253,699	253,699
19-Jul-18	FIL	BUY	2.46	46,955	46,955
20-Jul-18	FIL	BUY	2.45	45,423	45,423
20-Jul-18	FIL	BUY	2.45	15,990	15,990
20-Jul-18	FIL	BUY	2.45	196,365	196,365
20-Jul-18	FIL	BUY	2.45	36,344	36,344
30-Jul-18	FIL	SELL	2.57	(1,128,237)	(1,128,237)
31-Jul-18	FIL	SELL	2.47	(1,270,207)	(1,270,207)
01-Aug-18	FIL	SELL	2.54	(181,604)	(181,604)
02-Aug-18	FIL	SELL	2.55	(200,000)	(200,000)
02-Aug-18	FIL	SELL	2.55	(600,000)	(600,000)
02-Aug-18	FIL	SELL	2.52	(94,256)	(94,256)
03-Aug-18	FIL	SELL	2.44	(83,895)	(83,895)
03-Aug-18	FIL	SELL	2.49	(57,802)	(57,802)
03-Aug-18	FIL	SELL	2.44	(172,018)	(172,018)
03-Aug-18	FIL	SELL	2.44	(19,821)	(19,821)
06-Aug-18	FIL	SELL	2.44	(87,633)	(87,633)
06-Aug-18	FIL	SELL	2.44	(179,682)	(179,682)
06-Aug-18	FIL	SELL	2.44	(20,704)	(20,704)
07-Aug-18	FIL	SELL	2.41	(96,956)	(96,956)
07-Aug-18	FIL	SELL	2.41	(198,795)	(198,795)
07-Aug-18	FIL	SELL	2.41	(22,906)	(22,906)
08-Aug-18	FIL	SELL	2.40	(26,169)	(26,169)
08-Aug-18	FIL	SELL	2.41	(36,739)	(36,739)
08-Aug-18	FIL	SELL	2.40	(338,991)	(338,991)
08-Aug-18	FIL	SELL	2.40	(53,657)	(53,657)
08-Aug-18	FIL	SELL	2.41	(75,328)	(75,328)
08-Aug-18	FIL	SELL	2.40	(6,183)	(6,183)
08-Aug-18	FIL	SELL	2.41	(8,680)	(8,680)
09-Aug-18	FIL	SELL	2.40	(46,625)	(46,625)
09-Aug-18	FIL	SELL	2.40	(34,750)	(34,750)
09-Aug-18	FIL	SELL	2.40	(59,289)	(59,289)
09-Aug-18	FIL	SELL	2.40	(603,963)	(603,963)
09-Aug-18	FIL	SELL	2.40	(440,834)	(440,834)
09-Aug-18	FIL	SELL	2.40	(777,317)	(777,317)
09-Aug-18	FIL	SELL	2.40	(242,798)	(242,798)
09-Aug-18	FIL	SELL	2.40	(177,685)	(177,685)
09-Aug-18	FIL	SELL	2.40	(312,023)	(312,023)
09-Aug-18	FIL	SELL	2.40	(95,599)	(95,599)
09-Aug-18	FIL	SELL	2.40	(70,433)	(70,433)
09-Aug-18	FIL	SELL	2.40	(122,382)	(122,382)
09-Aug-18	FIL	SELL	2.40	(11,015)	(11,015)
09-Aug-18	FIL	SELL	2.40	(8,804)	(8,804)
09-Aug-18	FIL	SELL	2.40	(13,413)	(13,413)
			Total Buys	2,377,504	2,377,504

			Total Sells	(7,977,193)	(7,977,193)
			Total Net Sells	(5,599,689)	(5,599,689)

4. Present Relevant Interest

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

Refer to Annexure A

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	

6. Addresses

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

Refer to Annexure A



Sign Here _____

Dated: 13 August 2018

Ryo Sato

Regulatory Reporting Manager

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (HONG KONG) LIMITED	Level 21, Two Pacific Place, 88 Queensway, Admiralty, Hong Kong	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion / Voting Power	5,015,738
		CLEARSTREAM BANKING SA LUX (C)		270,612
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	BROWN BROS HARRIMN LTD LUX (C)		2,345,754
		JP MORGAN, BOURNEMOUTH (C)		1,029,019
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	STATE STR BK AND TR CO LNDN (C)		259,812
Fidelity (Canada) Asset Management ULC	Fidelity Investments Canada ULC, 483 Bay Street, Suite 300, Toronto, Ontario M5G 2N7, Canada	STATE STREET BANK AND TR CO		19,085,587
Grand Total				28,006,522