

Form 604

Corporations Act 2001
Section 671B

Notice of Change of Interests of Substantial Holder

To Company Name/Scheme: G8 Education Limited (ASX Code: GEM)
ACN/ARSN: 123 828 553

1. Details of Substantial Holder

Name: Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its
Subsidiaries as listed in Annexure 3

ACN/ARSN (if applicable) n/a

There was a change in the Interests of the Substantial Holder on: 4 December 2018

The previous notice was given to the company on: 19 November 2018

The previous notice was dated: 14 November 2018

2. Previous & 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 had a relevant interest 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	Previous Notice		Present Notice	
	Person's Votes	Voting Power	Person's Votes	Voting Power
Fully Paid Ordinary	23,064,695	5.06%	28,216,695	6.20%

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	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
Refer Annexure 1					

4. Present Relevant Interest

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	Persons Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Persons Votes
Refer Annexure 2					

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5. Changes in Association

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

Name & ACN/ARSN (if applicable)	Nature of Association
n/a	

6. Addresses

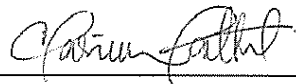
The addresses of persons named in this form are as follows:

Name	Address
Nikko AM Limited	Level 26, One International Towers Sydney, 100 Barrangaroo Avenue, Barangaroo, NSW 2000
Sumitomo Mitsui Trust Holdings, Inc. (SMTH)	1-4-1 Marunouchi, Chiyoda-ku Tokyo 100-8233, Japan
Nikko Asset Management Co., Ltd (NAM Tokyo)	Midtown Tower, 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan
Nikko Asset Management Asia Limited (NAM Asia)	12 Marina View, #18-02 Asia Square Tower 2, Singapore 018961

Signature

Print Name: CLARINA TALBOT

AUTHORISED DELEGATE
OF SMTH
Capacity: _____

Signed: 

Date: 7 December 2018

ANNEXURE 1

Part 3 - Changes in Relevant Interests

Date Range of Change	Person whose Relevant Interest Changed	Nature of Change	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
15 November 2018 To 4 December 2018	Nikko AM Limited	Purchase of Shares	\$19,863,887	Fully Paid Ordinary & 6,876,193	6,876,193
15 November 2018 To 4 December 2018	Nikko AM Limited	Sales of Shares	\$5,077,768	Fully Paid Ordinary & 1,726,143	1,726,143
15 November 2018 To 4 December 2018	NAM Asia	Purchase of Shares	\$5,715,21	Fully Paid Ordinary & 1,950	1,950

ANNEXURE 2

Part 4 - Present Relevant Interest

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,383,072	2,383,072
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <7> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,121,348	2,121,348
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 389,341	389,341
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 521,997	521,997
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <57> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 576,160	576,160
Nikko AM Limited	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,010,499	1,010,499
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <44> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,499,796	2,499,796

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	account <53> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 158,036	158,036
Nikko AM Limited	Citicorp Nominees Pty Limited	account <75> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 2,362,917	2,362,917
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	account <88> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 1,193,522	1,193,522
Nikko AM Limited	Citicorp Nominees Pty Limited	account <59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 377,470	377,470
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <9> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 837,710	837,710
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <87> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 462,384	462,384
Nikko AM Limited	Suncorp Custodian Services Pty Limited (SCUS)	account <81> Suncorp Custodian Services Pty Limited (SCUS)	Investment Manager	Fully Paid Ordinary & 267,192	267,192
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	account <91> National Australia Bank Limited (NAB Custodian Services)	Investment Manager	Fully Paid Ordinary & 576,499	576,499

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
		Level 23, 255 George St, Sydney NSW 2000 Australia			
Nikko AM Limited	Citicorp Nominees Pty Limited	account <92> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 1,449,311	1,449,311
Nikko AM Limited	JP Morgan Nominees Australia Ltd	account <94> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 669,382	669,382
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <98> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 573,091	573,091
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <99> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 762,116	762,116
Nikko AM Limited	JP Morgan Nominees Australia Ltd	account <100> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 237,161	237,161
Nikko AM Limited	JP Morgan Nominees Australia Ltd	account <101> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 116,011	116,011
Nikko AM Limited	HSBC Custody Nominees (Australia) Limited	account <102> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers	Investment Manager	Fully Paid Ordinary & 1,633,984	1,633,984

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
		Sydney, 100 Barangaroo Avenue, Sydney NSW 2000			
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	account <103> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 488,212	488,212
		account <104> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000			
Nikko AM Limited	JP Morgan Nominees Australia Ltd	Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 3,796,055	3,796,055
		account <105> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000			
Nikko AM Limited	JP Morgan Nominees Australia Ltd	Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,713,520	1,713,520
Nikko Asset Management Co.,Ltd (NAM Tokyo)	Sumitomo Mitsui Trust Bank, Limited.	<Trust of Fund1> 1-4-1 Marunouchi, Chiyoda-ku, Tokyo		Fully Paid Ordinary & 1,037,959	1,037,959
Nikko Asset Management Asia Limited (NAM Asia)	BNP Paribas Nominees Pty Limited	<Trust of Fund1> 20 Collyer Quay, #01-01, Singapore 049319	Investment Manager	Fully Paid Ordinary & 1,950	1,950

Annexure 3 Sumitomo subsidiaries

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:
Sumitomo Mitsui Trust Bank, Limited
SBI Sumishin Net Bank, Ltd.
SBI Sumishin Net Bank Card Co., Ltd.
SBI Card Co., Ltd.
Sumitomo Mitsui Trust General Service Co., Ltd.
Sumitomo Mitsui Trust Career Partners Co., Ltd.
HR One Corporation
HR One Shanghai Co., Ltd.
Sumitomo Mitsui Trust Systems & Services Co., Ltd.
Sumitomo Mitsui Trust Guarantee Co., Ltd.
Sumishin Guaranty Company Limited
Sumitomo Mitsui Trust Wealth Partners Co., Ltd.
Sumitomo Mitsui Trust Card Co., Ltd.
Sumitomo Mitsui Trust Club Co., Ltd.
Sumitomo Mitsui Trust Business Service Co., Ltd.
Sumitomo Mitsui Trust Loan & Finance Co., Ltd.
Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.
Japan Machinery Leasing and Sales Co., Ltd.
Sumitomo Mitsui Trust Leasing (SINGAPORE) Pte.Ltd.
FA Leasing Ltd. Co., Ltd.
Sumishin Life Card Company, Limited
Enex Asset Management Co., Ltd.
Zijin Trust Co., Ltd
Nanjing Zijin Financial Leasing Co., Ltd.
Marubeni Sumit Rail Transport Inc.
Midwest Rail Corporation
Sumitomo Mitsui Trust Bank(Thai) Public Company Limited
BIDV-SuMi TRUST Leasing Co.,Ltd.
Sumitomo Mitsui Trust Investment Co., Ltd.
Sumitomo Mitsui Trust(Hong Kong) Limited
Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.
Tokyo Securities Transfer Agent Co.,Ltd.
Japan Securities Agents, Ltd.
Sumitomo Mitsui Trust TA Solution, Ltd.
Japan Stockholders Data Service Company, Limited
Sumitomo Mitsui Trust Research Institute Co., Ltd.
Sumitomo Mitsui Trust Realty Co., Ltd.
Mitsui & Co., Logistics Partners Ltd.
Sumitomo Mitsui Trust Asset Management Co., Ltd.
Nikko Asset Management Co., Ltd.
Nippon Institutional Securities Establishment(Preparation)Co., Ltd.
Nikko Asset Management Americas, Inc.
Nikko Asset Management Asia Limited
Nikko Asset Management Australia Limited
Nikko Asset Management Europe Ltd
Nikko AM Limited
Nikko Asset Management International Limited
AIIMAN Asset Management Sdn.Bhd.
Nikko Asset Management New Zealand Limited
Nikko AM Americas Holding Co., Inc.
Nikko AM Global Holdings Limited
Nikko Asset Management Hong Kong Limited
Nikko AM Global Cayman Limited
Nikko AM (Cayman) Ltd
Nikko Asset Management Luxembourg S.A.
NAMA Investment Partners, Inc.

Nikko AM Equities Australia Pty Limited
Affin Hwang Asset Management Berhad
AccelVantage Academy Sdn.Bhd.
Rongtong Fund Management Co., Ltd
Shen Zhen Rongtong Capital Management Co., Ltd.
Rongtong Global Investment Limited
Affin Capital Services Berhad
Nikko AM Japan Property Fund I Pte. Ltd.
Sky Ocean Asset Management Co,Ltd.
JP Asset Management Co.,Ltd.
Sumitomo Mitsui Trust International Limited
NS Holdings LLP
NS Asset Management LLP
Japan Trustee Services Bank, Ltd.
Sumitomo Mitsui Trust Bank (Luxembourg)S.A.
Sumitomo Mitsui Trust Bank (U.S.A.) Limited
Sumitomo Mitsui Trust (Ireland) Limited
SMT Fund Services (Ireland) Limited
SMT Trustees (Ireland) Limited
G.A.S. (Cayman) Limited
Sumitomo Mitsui Trust (UK) Limited
Japan Pension Operation Service, Ltd.
OIF(PANAMA) S.A.
SILVER SAIL (PANAMA) S.A.