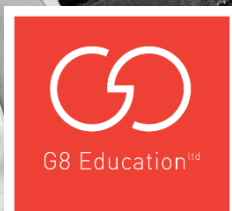


Annual General Meeting

G8 Education Limited (ASX:GEM)

17 April 2019





G8 Education[®]



CHAIRMAN'S ADDRESS



MANAGING DIRECTOR'S ADDRESS



G8 Education^{ltd}



FINANCIAL STATEMENTS – 31 DECEMBER 2018

RESOLUTION 1 – REMUNERATION REPORT

The Company now seeks members' consideration, and if thought fit, to pass the following resolution as a non-binding ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

'That the Remuneration Report for the year ended 31 December 2018 be adopted.'

Please note that the vote on this Resolution is advisory only, and does not bind the Directors or the Company.

An explanatory note and voting exclusions appear in the Notice of Annual General Meeting.

RESOLUTION 1 – REMUNERATION REPORT

Votes For	256,603,651
Votes Against	4,956,783
Open Proxies held by the Chairman (to be voted at Chairman's Discretion)	699,486
Open Proxies held by other Proxy-holders (to be voted at that Proxy-holder's discretion)	419,653
Votes Abstain	3,173,365



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MARK JOHNSON'S ADDRESS

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR

MARK JOHNSON

G8 Education Limited seeks members' consideration and if thought fit, to pass the following resolution as an ordinary resolution:

'That Mr Mark Johnson who, having been re-elected on 25 May 2016 as a Director in accordance with the Company's Constitution, retires as a Director of the Company and being eligible, offers himself for re-election as a Director of the Company, be elected as a Director of the Company.'

Mr Johnson's background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR

MARK JOHNSON

Votes For	256,489,489
Votes Against	4,910,874
Open Proxies held by the Chairman (to be voted at Chairman's Discretion)	769,285
Open Proxies held by other Proxy-holders (to be voted at that Proxy-holder's discretion)	419,653
Votes Abstain	3,387,582



G8 Education^{td}



DAVID FOSTER'S ADDRESS

RESOLUTION 3 – RE-ELECTION OF A DIRECTOR

DAVID FOSTER

G8 Education Limited seeks members' consideration and if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr David Foster who, having been re-elected on 25 May 2016 as a Director in accordance with the Company’s Constitution, retires as a Director of the Company and being eligible, offers himself for re-election as a Director of the Company, be elected as a Director of the Company.”

Mr Foster’s background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.

RESOLUTION 3 – RE-ELECTION OF A DIRECTOR

DAVID FOSTER

Votes For	209,103,906
Votes Against	52,297,561
Open Proxies held by the Chairman (to be voted at Chairman's Discretion)	759,665
Open Proxies held by other Proxy-holders (to be voted at that Proxy-holder's discretion)	419,653
Votes Abstain	3,396,098

RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

G8 Education Limited seeks members' consideration and if thought fit, to pass the following resolution as an ordinary resolution:

“That approval be given:

- a) for the purposes of Listing Rule 10.14 and for all other purposes, to the grant of 198,119 Performance Rights to the Company's Chief Executive Officer and Managing Director, Mr Gary Carroll; and***
- b) for the purpose of section 200E of the Corporations Act, to the giving of a benefit to the Company's Chief Executive Officer and Managing Director, Mr Gary Carroll, in connection with any vesting of those Performance Rights on the cessation of Mr Carroll's employment with the Company or a related body corporate of the Company,***

in each case under the G8 Executive Incentive Plan and on the basis described in section 2.5 of the Explanatory Statement.”

An explanatory note and voting exclusions appear in the Notice of Annual General Meeting.

RESOLUTION 4 –ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Votes For	255,094,948
Votes Against	6,736,477
Open Proxies held by the Chairman (to be voted at Chairman's Discretion)	671,345
Open Proxies held by other Proxy-holders (to be voted at that Proxy-holder's discretion)	419,653
Votes Abstain	3,024,460

Annual General Meeting

G8 Education Limited (ASX:GEM)

17 April 2019

