

3 May 2019

Elvis Onyura
Senior Adviser, Listings Compliance (Sydney)

Dear Mr Onyura

Appendix 3Y – Change of Director’s Interest Query

We refer to your letter dated 2 May 2019 and respond as follows:

1. The Appendix 3Y was lodged late due to an oversight.
2. The Company and the Directors are aware of their obligations under Listing Rule 3.19A and the Company has adopted a Securities Trading Policy which is actively considered.
3. The Company considers that the arrangements in place between the Company and its directors are adequate to ensure compliance with Listing Rules 3.19B. However, in light of the oversight on this occasion the Company has reviewed and improved its administrative procedures to ensure that it meets its obligations in the future.

Kind regards

Tracey Wood
General Counsel & Company Secretary



2 May 2019

Reference: ODIN01262

Ms Tracey Wood
General Counsel & Company Secretary
G8 Education Limited
159 Varsity Parade
Varsity Lakes QLD 4227

By email

Dear Ms Wood

G8 Education Limited ('GEM'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. GEM's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 23 April 2019 for Ms Margaret Zabel (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.*The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
 - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
 - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing Rule 3.19B which states that:

'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'

The Notice indicates that a change in Ms Zabel's notifiable interest occurred on 18 March 2019. It appears that the Notice should have been lodged with ASX by 25 March 2019. Consequently, GEM may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Ms Zabel may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds GEM of its contract with ASX to comply with the Listing Rules. In the circumstances, GEM should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does GEM have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does GEM intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsComplianceSydney@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEST) on Tuesday 7 May 2019.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Elvis Onyura
Senior Adviser, Listings Compliance (Sydney)