

ASX Announcement

G8 Education Limited
(ASX:GEM)



10 June 2020

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

G8 Education Limited (“G8” or “Company”, ASX: GEM) refers to the Notice of Meeting in respect of the Annual General Meeting scheduled for 11.00am (AEST) on 17 June 2020 provided to Shareholders via the ASX on 15 May 2020.

The voting exclusion statements relating to Resolution 4 and Resolution 5 set out on page 8 and 9 of the Notice of Meeting are hereby amended to read as follows:

RESOLUTION 4: G8 EDUCATION EXECUTIVE INCENTIVE PLAN APPROVAL

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 4:

- by or on behalf of any Director who is eligible to participate in the GEIP (being any executive Director), or any of their respective associates, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy.,

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5: ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 5:

- by or on behalf of Mr Gary Carroll, or any of his associates, regardless of the capacity in which the votes are cast; or
- by or on behalf of any other director of the Company who is eligible to participate in the GEIP, or any of their associates, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

ENDS

This document has been authorised for release by the General Counsel & Company Secretary.

For further information, contact:

Investors

Tracey Wood
General Counsel & Company Secretary
0402 209 109
tracey.wood@g8education.edu.au

Media

Chloe Rees
Cato & Clive
0417 665 416
chloe@catoandclive.com