

# ASX Announcement

G8 Education Limited  
(ASX:GEM)



29 April 2025

Market Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

## 2025 AGM – CHAIR’S AND MANAGING DIRECTOR’S ADDRESSES & PRESENTATION

Attached are the following documents to be presented at G8 Education Limited's 2025 Annual General meeting (**AGM**) being held today:

1. Chair's Address;
2. Managing Director's Address;
3. AGM Proxy Results; and
4. AGM Presentation Slides.

The results of the AGM will be communicated to the ASX shortly after conclusion of the AGM.

Yours sincerely

**Josie King**  
Company Secretary

*This document has been authorised for release by the Board of Directors.*

For further information, contact:

<b>Investors</b>	<b>Media</b>
Pejman Okhovat, Managing Director & CEO	G8 Investor Relations
07 5581 5300	07 5581 5300
pejman.okhovat@g8education.edu.au	investor.relations@g8education.edu.au

159 Varsity Parade  
Varsity Lakes QLD 4227  
PO Box 515, Varsity Lakes QLD 4227

t. +61 7 5581 5300  
f. +61 7 5581 5311

reception@g8education.edu.au  
[www.g8education.edu.au](http://www.g8education.edu.au)

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## 2025 AGM – CHAIR’S ADDRESS

**Debra Singh**

To begin, I will provide you with an overview of the Group’s 2024 performance from an operational and strategic perspective and Pejman Okhovat, our Managing Director and CEO, will provide an update on the market operating environment, the progress in relation to execution of the Group’s strategic focus areas and the Group’s trading performance for the year to date. Following Pejman’s presentation we will move to the formal items of business.

I would like to welcome Stephen Heath to his first G8 Education AGM as our newest Non-Executive Director. You will hear more from Stephen later in today’s meeting.

Reflecting on 2024, as Chair, I can report it was a year focused on building a "fit core" and laying the strong foundations needed for consistent operational execution. Lead by our Managing Director and CEO Pejman, his disciplined approach ensured we continue to deliver high-quality education and care for the children we serve.

The Board continues to have great confidence in his leadership and performance focus, and with the support of his Executive Leadership Team, to executing the strategy and achieving positive outcomes that benefit all our stakeholders, which was clearly delivered in CY 2024 with solid earnings recovery underpinned by improved operational performance for the year.

As we look back on 2024, it was a year marked by significant external pressures—cost-of-living and inflationary challenges, combined with a high-interest rate environment and tighter financial conditions. It has also been a year of on-going regulator focus for the early childhood education and care sector which is brought with it both challenges and opportunities.

Early childhood education and care is central to the agenda at all levels of Government. One of our most important goals in 2024 was advocating for long-term reforms that create a more equitable and sustainable early childhood education and care sector in Australia.

We’ve championed measures that entitle every child to access at least three days of care, provided more support for lower-income families, and continued our efforts to push for reforms, including backing the Productivity Commission’s key recommendations, to ensure all children get the best possible start in life.

By the end of 2024, we were proud to have more than 41,000 children attending our services each week, supported by over 10,000 passionate team members—all working together to deliver the best possible experience for the children in our care. It has been a privilege to witness the unwavering passion from every member of the G8 Education team, who continue to bring our purpose to life: *Creating the foundations for learning for life.*

Our commitment to high standards of education and care was reflected in the fact that 93% of our long day care centres are now “Meeting” or “Exceeding” the National Quality Standards, which is 2% above the sector average. Additionally, the launch of 1Place Childcare has proven to be another significant milestone, providing an integrated and accessible compliance management system for our team.

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Importantly, we continue to recognise the benefits of sector collaboration and advocacy. We are a member of Early Learning and Care Council of Australia, and we took a front row seat at the 2024 Early Childhood Australia National Conference as a sponsor and showcasing our collaborative *Digital Literacies@Play* program.

Our focus on child safety remained unwavering. We continued to prioritise key child safety categories, actively gathering and responding to family feedback through our 'always on' feedback channels. Our Net Promoter Score (NPS) also increased to 50 points, reflecting the loyalty of families who trust us to care for their children.

In 2024 we were the first and only large ECEC provider to voluntarily join and take a lead role in multi-employer collective bargaining alongside a number of small providers and Unions. As a result, we were instrumental in landing our nation's first Multi-Employer Agreement (MEA). This outcome recognises the value and significant contributions of our team members working in our centre network, delivering the Federal Government funded 15% award rate pay increase for early childhood education and care workers over a two-year period in the form of the ECEC Worker Retention Payment. Whilst it is early days for our MEA, the first uplift in wages is already having a positive impact on employee engagement and retention.

Our team can be proud to have delivered strong improvements across the G8 Education network in 2024, and they have done so with a firm focus on our purpose.

Our ESG commitment reflects our dedication to fostering positive change and contributing meaningfully to a sustainable and inclusive future.

This year we continued to advance our sustainability initiatives and made progress against our ESG strategy to embed ESG principles in alignment with our business objectives and strategic priorities.

In 2024 we continued our progress on First Nations initiatives, with delivery of 100% of our planned deliverables for our Reflect Reconciliation Action Plan and G8 Education became a member of Supply Nation reinforcing our commitment to promote greater economic empowerment for Aboriginal and Torres Strait Islander peoples and communities and working towards Closing the Gap.

Pleasingly, we have continued to strengthen our focus on our environmental sustainability extending our solar panel rollout project, renewing our sustainability linked loan and transitioning 89% of fleet vehicles to hybrid. These initiatives highlight our ongoing commitment to taking proactive measures to reduce our environmental impact.

We are pleased to report that in 2024, we achieved solid financial performance while executing our strategic plan to build a "fit core." We saw improvement across our six key focus areas, including team retention, quality ratings, family experience, and occupancy. Our financial health continued to strengthen, and we recorded a 14.8% increase in statutory Earnings Before Interest and Tax (EBIT) to \$152.8 million, with a Net Profit After Tax (NPAT) of \$67.7 million. This solid performance enables us to continue investing in our people, services, and future growth.

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As Chair, I am proud to share and acknowledge the work that goes on each day, keeping children at the heart of everything we do, and we sincerely thank all our team members for their passion and dedication to the families and children in our care.

I would also like to thank you, our shareholders, for your continued commitment and support of G8 Education.

I will now hand over to our Managing Director, to deliver his address.

Thank you for attending today.

Debra Singh  
Chair

## 2025 AGM – MANAGING DIRECTOR’S ADDRESS

**Pejman Okhovat**

Thank you, Debra and good morning everyone.

2024 was a year filled with positive and enriching experiences as we worked hard to build a ‘fit core’ and to continue to support our families, our team and our 406 centres.

As Debra outlined, I’m going to provide you with an update on the operating environment, the progress in relation to the execution of the group’s strategic focus areas in 2024 and conclude with a brief trading update.

### 2024 Operating Environment

The operating environment for the sector was dynamic and challenging, with external market forces impacting the economy and creating cost of living pressure for families in our centres and on our operating costs.

Although labour market challenges have eased somewhat in recent months, during 2024 our focus remained steadfast on staff retention and engagement, and on key initiatives to continue to invest in and develop our team’s capability.

At G8 Education, our core areas of focus continue to be safety and compliance, retention and development of our team, the delivery of quality programs led by Early Childhood teachers and Educational Leaders, creating a great experience for our families, continuing to refine our operations and ensuring we’re sustainable for many years to come.

Our efforts in these areas delivered solid improvement year on year, one that we are proud of with the challenging backdrop in mind. These areas remain at the forefront of our evolved strategy as we continue to navigate the current environment and strive forward.

We are committed to further enhancing the quality of the education and care services we provide and enriching the daily experience for our families. We welcome the renewed focus by state Governments on preschool and kindergarten programs, as they align with our

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purpose of creating the foundations for learning through delivering high-quality early childhood education.

## ***Sector Advocacy and Collaboration***

We've invested considerable time and resources in being a leading voice within sector discussions, particularly the findings from several key inquiries, including the Productivity Commission's ECEC Inquiry and the multi-employer bargaining process.

In 2024 we welcomed the release of the Productivity Commission's report into the Early Childhood Education and Care sector that included a range of recommendations for reform aimed at providing universal early learning and care access, within the means of all families, for education and childcare for all children up to five years old.

And we applauded the finalisation of the Multi-Enterprise Agreement that includes better conditions and well-deserved increased rates of pay for workers in the Early Education and Care sector (ECEC) with early childhood educators receiving a 10 per cent pay rise in December 2024, with a further 5 per cent increase in December this year.

We embrace these changes and the growing recognition that investing in the sector is an investment in future generations and the broader economy. We will continue to support measures that improve accessibility, affordability, and inclusion for all families. We look forward to continued collaboration with all key government and sector stakeholders to shape a better future for the sector.

## ***Investing in Our Team and Future***

Our people are the foundation of our success, and in 2025, we have placed even greater emphasis on strengthening and supporting our team. Attraction, retention, and engagement have been key priorities, and we are proud of the progress made. Employee engagement has increased to 78%, up from 76% last year, placing us above both sector and national benchmarks.

In addition, team retention improved to 77%, and we reduced vacancies by more than 50% compared to the sector average of 22%. These results are a testament to our leadership teams' efforts in creating a positive, supportive work environment.

We are also proud of our Study Pathways program, which saw more than 2,300 team members engage in further education, ranging from Certificate to Bachelor levels, fully funded by G8 Education while they continue to work. Additionally, we launched WonderLab, a new learning platform designed to support the ongoing development and growth of our teams.

## ***Safety and Operational Performance***

Moving onto safety and our operational performance. Safety as always remains our number one priority.

We take child protection and safeguarding extremely seriously, demonstrated and underpinned by our robust National Child Protection and Safeguarding Framework and Policy, which guides the practice of all our team members in our 406 centres. These measures are

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designed to ensure that our centres are safe environments, where children are protected from harm, and where they receive the highest standard of education and care.

In line with our commitment to quality, we are proud to report that 93 per cent of our centres are currently "Meeting" or "Exceeding" the National Quality Standards. This achievement is a testament to the hard work, dedication, and professionalism of our team, who are fully committed to providing safe, nurturing, and enriching environments for the children in our care.

We remained focused on operational consistency and delivering exceptional experiences for our families. We performed well in a competitive market and recorded modest year-on-year growth, achieving a 70.7% group occupancy. This reflects our ongoing efforts to create positive family experiences and build trust in our services. Group occupancy has been supported by a positive trend in increased frequency—measuring the average number of days per week a child attends G8 centres.

From a team safety perspective, in 2024, we achieved a 36% reduction in Lost Time Injuries, reinforcing our commitment to a safe and supportive work environment for all.

## **Strategy and Focus Areas**

At G8 Education, we are purpose-driven and guided by our core values, striving to positively impact the lives and minds of thousands of children who attend our services every day. Having delivered a "Fit Core" and great results in horizon 1 of our strategy, we now turn our attention to horizon 2 of our strategy, "Enhancing and Optimising" our organisation. Our evolved strategy is designed with six core focus areas: team, safety and compliance, education and quality, family experience and branding, operating model and financial stability. This phase will focus our efforts in continuing to build our team capability, deliver greater experiences and outcomes for our children and families, consistent operational execution, and improved process and system efficiency.

I'm pleased to report that we have seen a continuation of improving results across majority of these focus areas in early parts of this year such as our team retention, family experience and quality measures of our centres.

## **Trading Update**

The overall performance of G8 Group is dependent on several key factors, including occupancy, cost management, capital management and portfolio optimisation.

As we outlined in February, the start of this year was challenged with later than normal family engagement with the sector and continued cost-of-living pressures resulting in lower occupancy patterns remaining through quarter 1. Our current occupancy as of the week ending 20 April 2025 is a spot occupancy of 64.7%, -3.8% points lower than pcp and YTD Occupancy of 64.1% which is -3.0% lower than pcp. During the months of March and April we have seen improved enquiries and activity from families engaging with our centres.

We remain confident in mitigating the shortfall in current occupancy patterns with our proven track record of cost improvements and efficiency by which the core of the business operates. We also continue to deliver value through our procurement strategy and portfolio optimisation, which will further assist in achieving our financial and strategic goals.

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Notwithstanding the sector occupancy challenges and macro environment, we are confident of delivering earnings growth in H1 2025 compared to H1 2024.

Favourable macroeconomic tailwinds, including easing inflation, interest rate cuts and an increase in CCS at mid-year by the Federal Government are expected to ease cost-of living pressures and in turn support an increase in childcare participation in the second half of CY25 and given this, we remain cautiously optimistic about full year results.

## ***Thanks to team members and shareholders***

In conclusion, I want to express my sincere appreciation to our G8 team for their unwavering dedication and compassion in supporting our children every day. Their partnership with families plays a vital role in shaping positive early education outcomes. It is truly a privilege to help lay the foundation for lifelong learning for the next generation of Australian children.

Lastly, I would like to extend my heartfelt thanks to you, our shareholders, for your continued support and for being here with us today.

Pejman Okhovat  
CEO & Managing Director

## G8 EDUCATION LIMITED ANNUAL GENERAL MEETING

### PROXY SNAPSHOT TUESDAY 29 APRIL 2025 Proxies at 27/04/2025 12:16

		<u>For</u>	<u>Open</u>	<u>Against</u>	<u>Total Valid Available Votes</u>	<u>As a % of Issued Capital</u>	<u>Abstain<sup>1</sup></u>
Resolution 1 REMUNERATION REPORT	Votes	608,445,753	802,673	2,136,559	611,384,985	78.29%	308,955
	Holders	141	46	147			30
	Percentage	99.52%	.13%	.35%			
Resolution 2 RE-ELECTION OF A DIRECTOR - MS DEBRA SINGH	Votes	605,633,155	812,825	5,276,566	611,722,546	78.33%	75,644
	Holders	217	47	69			34
	Percentage	99.00%	.13%	.86%			
Resolution 3 RE-ELECTION OF A DIRECTOR - MR STEPHEN HEATH	Votes	610,486,333	805,965	410,356	611,702,654	78.33%	95,536
	Holders	222	46	57			38
	Percentage	99.80%	.13%	.07%			
Resolution 4 ISSUE OF PERFORMANCE RIGHTS TO MD & CEO	Votes	605,864,563	794,780	4,975,157	611,634,500	78.32%	163,690
	Holders	106	45	172			41
	Percentage	99.06%	.13%	.81%			
Resolution 5 AMEND THE COMPANYS CONSTITUTION	Votes	30,040,764	1,032,527	523,841,699	554,914,990	71.05%	56,883,200
	Holders	124	53	156			41
	Percentage	5.41%	.19%	94.40%			

Confidential

<sup>1</sup>Abstain votes are provided for information only and are not included in the calculation of Total Valid Available Votes



## G8 EDUCATION LIMITED ANNUAL GENERAL MEETING

**PROXY SNAPSHOT**  
TUESDAY 29 APRIL 2025  
Proxies at 27/04/2025 12:16

		<u>For</u>	<u>Open</u>	<u>Against</u>	<u>Total Valid Available Votes</u>	<u>As a % of Issued Capital</u>	<u>Abstain<sup>1</sup></u>
Resolution 6	Votes	170,218,676	1,066,241	429,306,383	600,591,300	76.90%	11,206,890
PAID PARENTAL LEAVE	Holders	137	50	159			24
	Percentage	28.34%	.18%	71.48%			

**Securities Selected:** GEM  
**Valid Proxies Lodged:** 363  
**Total Issued Capital:** 780,966,683

end of report

Confidential

<sup>1</sup>Abstain votes are provided for information only and are not included in the calculation of Total Valid Available Votes



G8 Education Limited  
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# Annual General Meeting

29 April 2025

*Walking together. Learning together. Growing together.*

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This presentation contains certain "forward-looking statements". The words "expect", "should", "could", "may", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements.

Forward-looking statements, opinions and estimates provided in this presentation are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may vary materially for many projections because events and actual circumstances frequently do not occur as forecast and these differences can be material. This presentation contains such statements that are subject to risk factors associated with the industry in which G8 operates which may materially impact on future performance. Investors should form their own views as to these matters and the assumptions on which any forward-looking statements are based. G8 assumes no obligation to update or revise such information to reflect any change in expectations or assumptions. The inclusion of forward-looking statements in this presentation should not be regarded as a representation, warranty or guarantee with respect to its accuracy or the accuracy of the underlying assumptions or that G8 will achieve, or is likely to achieve, any particular results.

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## Acknowledgement of Country

G8 Education acknowledges the Traditional Owners of the lands on which we operate and pays our respects to Elders past and present.

We recognise that Aboriginal and Torres Strait Islander peoples have been nurturing and teaching children on these lands for thousands of years.

We are grateful for the opportunity to work, learn and grow connections together as a united community.

# BOARD OF DIRECTORS



Debra Singh

**Non-Executive Director & Chair**



Pejman Okhovat

**Managing Director & CEO**



Professor Julie Cogin

**Non-Executive Director**



Peter Trimble

**Non-Executive Director**



Margaret Zabel

**Non-Executive Director**



Stephen Heath

**Non-Executive Director**



Toni Thornton<sup>1</sup>

**Non-Executive Director**

1. Antonia Thornton

# CHAIR'S ADDRESS



# MANAGING DIRECTOR'S ADDRESS

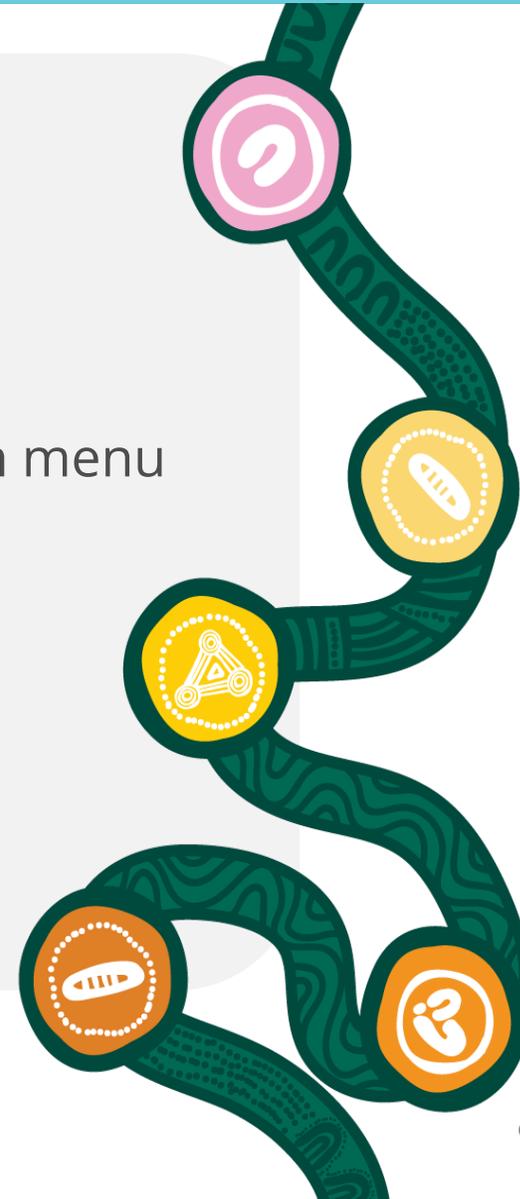


# PROCEDURAL MATTERS



# HOW TO ASK QUESTIONS

1. Click **“Ask a Question”**
2. Select the **“Item of Business”** from the drop-down menu and type your question in the space provided
3. Once you have typed your question, click **“Submit Question”**



# HOW TO VOTE

1. Click **“Get a Voting Card”**
2. Enter your Shareholder Number (SRN/HIN) or Proxy Number and click **“Submit Details and Vote”**
3. Fill out your voting card for each Item of Business
4. Click **“Submit Vote”** or **“Submit Partial Vote”**

# BUSINESS OF MEETING



# ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Annual Financial Report, Directors' Report and Auditors' Report for the financial year ended 31 December 2024.

*There is no vote on this item.*



# RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

***“That the Remuneration Report for the year ended 31 December 2024 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.

## Directors' Report Remuneration Report (Audited)



### Scope

This Remuneration Report sets out, in accordance with the relevant *Corporations Act 2001* (Cth) and accounting standard requirements, the remuneration arrangements in place for Key Management Personnel (KMP) during 2024.

### Contents

1. Introduction from the People Culture and Education Committee (PCEC) Chair
2. Who is covered by the Report
3. Remuneration Governance
4. Executive KMP Remuneration Framework
5. Remuneration details for Executive KMP
6. Equity Interests for KMP
7. Employment Agreements
8. Non-Executive Director Remuneration

### 1. Introduction from the People, Culture and Education Committee Chair

On behalf of the Board of Directors, I am pleased to present the Remuneration Report for the year ended 31 December 2024.

The purpose of this Report is to set out, in a clear and transparent way, our approach to remunerating Executive KMP, the elements of our Strategic Remuneration Framework and remuneration of our Non-Executive Directors.

The Board believes that the Strategic Remuneration Framework is appropriate for our business and seeks to balance remuneration outcomes which reward and motivate Executive KMP with overall business performance and delivering value to our shareholders.

#### 2024 Reward Outcomes

##### Fixed Remuneration

As part of our Strategic Remuneration Framework, fixed remuneration is externally benchmarked to ensure market competitiveness. After reviewing the Executive KMP remuneration arrangements compared to the market, the Board approved an adjustment to the remuneration of the Chief Executive Officer and Managing Director, effective 1 October 2024, and Chief Operating Officer, effective 1 July 2024. There was no increase in the fixed remuneration for the Chief Financial Officer.

##### 2024 Short-Term Incentive Plan (STIP)

The STI Balanced Scorecard outcome for 2024 was 80.17% of Target. Operating Net Profit Before Tax (NPBT) was set as a gate for any payment under the 2024 STIP. As the Operating NPBT gate (set at 90% of budget) was achieved, Executive KMP were eligible to receive STI awards. Operating NPBT performance was slightly above target and all but one of the non-financial Key Performance Indicator (KPI) targets achieved near miss or above target.

##### Long term Incentive Plan (LTIP)

As disclosed in the 2023 Remuneration Report, the Earnings Per Share (EPS) growth performance conditions under the 2021 LTIP (vesting on 1 March 2024) was not met in full. Consequently, all rights granted under the 2021 LTIP lapsed for Executive KMP.

Regarding the 2022 LTIP (due to vest on 1 March 2023), the EPS growth performance conditions were met and accordingly all rights under the plan will vest for Executive KMP.

In the Board's view, the vesting and quantum of awards under these incentive plans appropriately reflects the achievements and performance of G8 Education over the respective performance periods.

# RESOLUTION 1 – REMUNERATION REPORT

<b>Votes For</b>	<b>Votes Against</b>	<b>Open Proxies held by the Chair</b>	<b>Open Proxies held by other Proxy-holders</b>	<b>Votes Abstain</b>
<b>608,445,753</b>	<b>2,136,559</b>	<b>531,600</b>	<b>271,073</b>	<b>308,955</b>

## RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – DEBRA SINGH

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That Ms Debra Singh who, having been re-elected on 27 April 2022 as a Director in accordance with the Company’s constitution, retires as a Director of the Company and being eligible offers herself for re-election as a Director of the Company, be elected as a Director of the Company.”***

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



# RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – DEBRA SINGH

**Votes For**

**605,633,155**

**Votes Against**

**5,276,566**

**Open Proxies  
held by the Chair**

**541,752**

**Open Proxies  
held by other  
Proxy-holders**

**271,073**

**Votes Abstain**

**75,644**

# RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – STEPHEN HEATH

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

***“That Mr Stephen Heath who, having been appointed on 3 June 2024 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 Heath’s background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.



# RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – STEPHEN HEATH

**Votes For**

**610,486,333**

**Votes Against**

**410,356**

**Open Proxies  
held by the Chair**

**534,892**

**Open Proxies  
held by other  
Proxy-holders**

**271,073**

**Votes Abstain**

**95,536**

# RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS UNDER THE 2025 G8 EXECUTIVE INCENTIVE PLAN TO MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

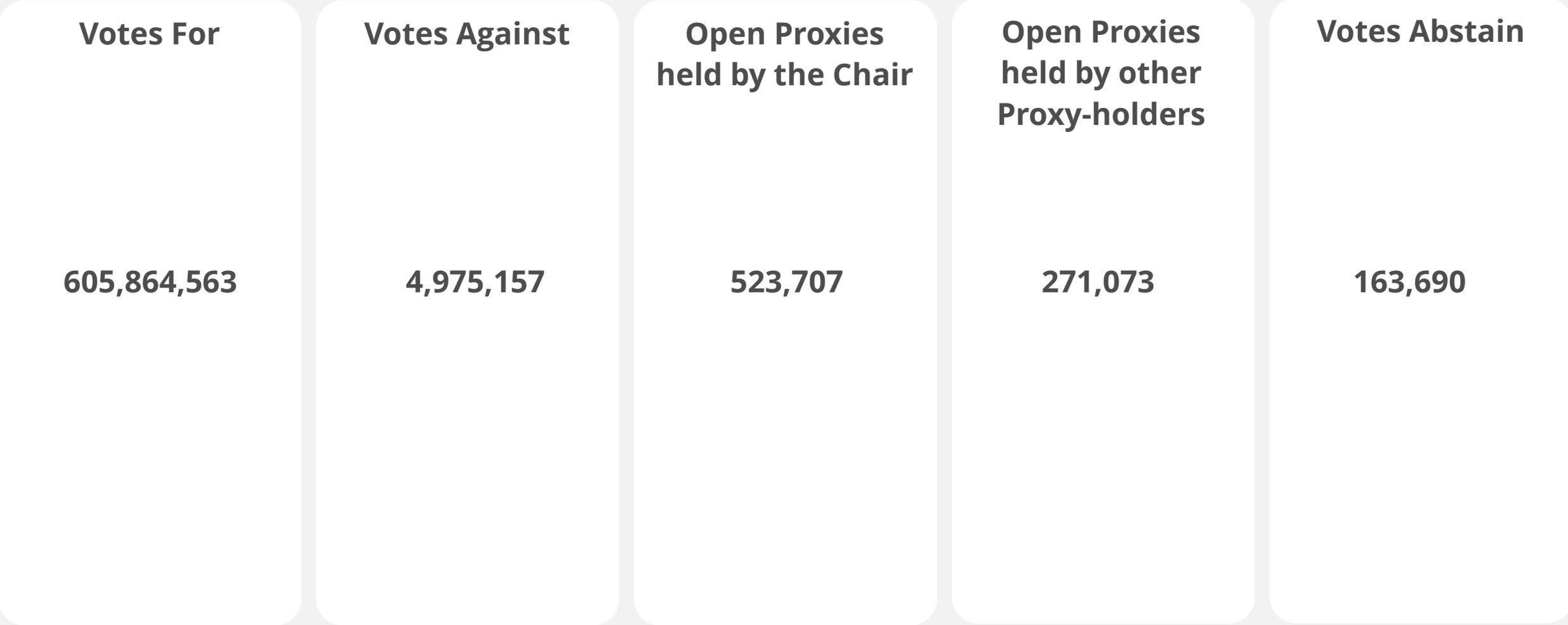
*“That approval be given:*

- a. for the purposes of Listing Rule 10.14 and for all other purposes, to the grant of 716,534 Performance Rights to the Company's Managing Director and Chief Executive Officer, Mr Pejman Okhovat; and*
- b. for the purpose of section 200E of the Corporations Act, to the giving of a benefit to the Company's Managing Director and Chief Executive Officer, Mr Pejman Okhovat, in connection with any vesting of those Performance Rights on the cessation of Mr Okhovat'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 2.6 of the Explanatory Statement.”*

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

# RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS UNDER THE 2025 G8 EXECUTIVE INCENTIVE PLAN TO MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER



## RESOLUTION 5 – SPECIAL RESOLUTION TO AMEND THE COMPANY'S CONSTITUTION

Resolution 5 is **NOT SUPPORTED** by the Board. This resolution was requisitioned by shareholders holding less than 0.007% of G8 Education Limited shares under section 249N of the Corporations Act.

The Company puts the following resolution as a special resolution:

*“To insert into our company’s constitution the following new clause 37.1:*

### *Member resolutions at general meeting*

*The shareholders in general meeting may by ordinary resolution express an opinion, ask for information, or make a request, about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to an issue of material relevance to the company or the company’s business as identified by the company, and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a 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 5 – SPECIAL RESOLUTION TO AMEND THE COMPANY'S CONSTITUTION

**Votes For**

**30,040,764**

**Votes Against**

**523,841,699**

**Open Proxies  
held by the Chair**

**551,454**

**Open Proxies  
held by other  
Proxy-holders**

**481,073**

**Votes Abstain**

**56,883,200**

## RESOLUTION 6 – PAID PARENTAL LEAVE

Resolution 6 is **NOT SUPPORTED** by the Board. This resolution was requisitioned by shareholders holding less than 0.007% of G8 Education Limited shares under section 249N of the Corporations Act.

Given that Resolution 5 did pass as a Special Resolution, the Company puts the following resolution as an ordinary resolution:

***“Shareholders request that the Board of Directors implement an employer-funded paid parental leave policy for the Company. The policy should be determined by the Board and informed by the WGEA Leading Practice Parental Leave Policy Guide.”***

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

## RESOLUTION 6 – PAID PARENTAL LEAVE

**Votes For**

**170,218,676**

**Votes Against**

**429,306,383**

**Open Proxies  
held by the Chair**

**585,168**

**Open Proxies  
held by other  
Proxy-holders**

**481,073**

**Votes Abstain**

**11,206,890**



Walking together. Learning together. Growing together.