



28 November 2014

The Manager  
Market Announcements Office  
ASX Limited  
By fax 1300 135 638


Dear Sir/Madam

**G8 Education Limited (ABN 95 090 665 544)**

**Notice of change of interests of substantial holder: Form 604**

Please find attached a Form 604 (Notice of change in interests of substantial holder) in relation to shares in G8 Education Limited (ABN 95 090 665 544), lodged on behalf of Bennelong Funds Management Group Pty Ltd (ACN 144 676 344) in accordance with section 671B of the Corporations Act 2001.

Yours sincerely

  
**Jeff Phillips**  
Chief Financial Officer  
Encl

**Form 604****Corporations Act 2001****Section 671B****Notice of changes of interests of substantial holder**

**To:** G8 Education Limited  
**ABN:** 95 090 665 544  
**ASX Code:** GEM

**1. Details of substantial holder**

**Name:** Bennelong Funds Management Group Pty Ltd (ACN 144 676 344)

There was a change in the interests of the  
substantial holder on:

26 November 2014

The previous notice was given to the company on

14 October 2014

The previous notice was dated

14 October 2014

**2. Previous and 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:

<b>Class of securities</b>	<b>Previous notice</b>		<b>Present notice</b>	
	<b>Person's votes</b>	<b>Voting power</b>	<b>Person's votes</b>	<b>Voting power</b>
Ordinary shares	22,933,833	6.9062%	28,291,421	7.9989%

**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 and number of securities affected	Person's votes affected
26/11/14	Bennelong Funds Management Group Pty Ltd	Purchased on market		5,357,588 Ordinary shares	5,357,588

#### 4. Present relevant interests

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 and number of securities	Person's votes
Bennelong Funds Management Group Pty Ltd	BNP		Investment Manager	12,588,579 Ordinary shares	13,761,639
Bennelong Funds Management Group Pty Ltd	NAB Asset Servicing		Investment Manager	6,661,868 Ordinary shares	9,142,832
Bennelong Funds Management Group Pty Ltd	Sandhurst Trustees		Investment Manager	264,139 Ordinary shares	264,139
Bennelong Funds Management Group Pty Ltd	JP Morgan		Investment Manager	3,449,962 Ordinary shares	4,917,811
Bennelong Funds Management Group Pty Ltd	UBS Securities Australia		Investment Manager	210,000 Ordinary shares	210,000

The custodians in the table above hold shares in GEM as custodian and for which companies in the Bennelong Funds Management Group are either:

- the responsible entity or trustee of pooled investment products such as registered managed investment schemes (Funds); or
- the investment manager of Portfolios held for a number of institutional investors. The institutional investors are generally superannuation funds regulated under the Superannuation Industry Supervision Act 1993.

The holding of shares in GEM was acquired as part of the wide portfolio of Australian shares and units acquired for the Funds and the Portfolios.

The members of the Bennelong Funds Management Group and the Custodians may hold relevant interests due to the capacity of these entities to dispose of the shares in GEM.

Each investor in a Fund owns an undivided interest in the Fund's assets, no client directly owns any asset of the Fund. The unitholding of each Fund varies from time to time as clients enter and withdraw from the Funds. The various institutional investors with portfolios delegate the management of the portfolios to the members of the Bennelong Funds Management Group.

## 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 and ACN/ARSN (if applicable)	Nature of association
Not Applicable	


## 6. Addresses

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

Name	Address
Bennelong Funds Management Group Pty Ltd	Ground Floor, 9 Queen Street, Melbourne VIC 3000

## Signature

Print name: JEFF PHILLIPS Capacity: COMPANY SECRETARY

Sign here:  Date: 28/11/2014