

**Form 605  
Corporations Act 2001  
Section 671B**

**Notice of Ceasing to be a Substantial Holder**

To: **G8 Education Limited**

ACN/ARSN:

**1. Details of substantial holder (s)**

Name: FMR LLC and the entities listed in Annexure A ("FMR")

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on  
The previous notice was given to the company on  
The previous notice was dated

09 January 2015  
29 December 2014  
29 December 2014

**2. 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 (6) | Consideration given in relation to change (7) AUD \$ | Class and number of securities affected | Person's votes affected |
|----------------|----------------------------------------|----------------------|------------------------------------------------------|-----------------------------------------|-------------------------|
| 24-Dec-2014    | FMR                                    | BUY                  | 4.31                                                 | 233                                     | 233                     |
| 24-Dec-2014    | FMR                                    | BUY                  | 4.20                                                 | 6,807                                   | 6,807                   |
| 24-Dec-2014    | FMR                                    | BUY                  | 4.31                                                 | 302                                     | 302                     |
| 24-Dec-2014    | FMR                                    | BUY                  | 4.20                                                 | 8,889                                   | 8,889                   |
| 24-Dec-2014    | FMR                                    | BUY                  | 4.31                                                 | 506                                     | 506                     |
| 24-Dec-2014    | FMR                                    | BUY                  | 4.20                                                 | 14,842                                  | 14,842                  |
| 24-Dec-2014    | FMR                                    | BUY                  | 4.31                                                 | 1,199                                   | 1,199                   |
| 24-Dec-2014    | FMR                                    | BUY                  | 4.20                                                 | 38,103                                  | 38,103                  |
| 29-Dec-2014    | FMR                                    | SELL                 | 4.27                                                 | 13,543                                  | 13,543                  |
| 7-Jan-2015     | FMR                                    | SELL                 | 4.11                                                 | 26,719                                  | 26,719                  |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 2,762                                   | 2,762                   |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 11,917                                  | 11,917                  |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 1,451                                   | 1,451                   |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 34,179                                  | 34,179                  |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 4,707                                   | 4,707                   |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 11,006                                  | 11,006                  |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 3,355                                   | 3,355                   |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 9,663                                   | 9,663                   |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 5,519                                   | 5,519                   |
| 8-Jan-2015     | FMR                                    | SELL                 | 4.05                                                 | 22,570                                  | 22,570                  |

|            |     |      |      |                    |                |
|------------|-----|------|------|--------------------|----------------|
| 8-Jan-2015 | FMR | SELL | 4.05 | 3,836              | 3,836          |
| 8-Jan-2015 | FMR | SELL | 4.05 | 14,626             | 14,626         |
| 8-Jan-2015 | FMR | SELL | 4.05 | 31,960             | 31,960         |
| 8-Jan-2015 | FMR | SELL | 4.05 | 27,551             | 27,551         |
| 8-Jan-2015 | FMR | SELL | 4.05 | 41,552             | 41,552         |
| 8-Jan-2015 | FMR | SELL | 4.05 | 2,178              | 2,178          |
| 8-Jan-2015 | FMR | SELL | 4.05 | 13,733             | 13,733         |
| 8-Jan-2015 | FMR | SELL | 4.05 | 5,279              | 5,279          |
| 8-Jan-2015 | FMR | SELL | 4.05 | 52,230             | 52,230         |
| 8-Jan-2015 | FMR | SELL | 4.05 | 4,789              | 4,789          |
| 8-Jan-2015 | FMR | SELL | 4.05 | 105,847            | 105,847        |
| 8-Jan-2015 | FMR | SELL | 4.05 | 7,375              | 7,375          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 1,469              | 1,469          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 6,341              | 6,341          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 772                | 772            |
| 9-Jan-2015 | FMR | SELL | 3.90 | 18,186             | 18,186         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 16,372             | 16,372         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 5,857              | 5,857          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 1,785              | 1,785          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 5,142              | 5,142          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 2,937              | 2,937          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 12,009             | 12,009         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 2,041              | 2,041          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 7,782              | 7,782          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 17,005             | 17,005         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 14,659             | 14,659         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 12,859             | 12,859         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 1,159              | 1,159          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 7,306              | 7,306          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 2,810              | 2,810          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 27,791             | 27,791         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 2,548              | 2,548          |
| 9-Jan-2015 | FMR | SELL | 3.90 | 56,319             | 56,319         |
| 9-Jan-2015 | FMR | SELL | 3.90 | 3,924              | 3,924          |
|            |     |      |      | <b>TOTAL BUYS</b>  | <b>70,881</b>  |
|            |     |      |      | <b>TOTAL SELLS</b> | <b>685,420</b> |
|            |     |      |      | <b>NET SELLS</b>   | <b>614,539</b> |

### 3. Resulting interest

| Class of Securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary shares         | 17,524,939           | 4.95%              | 4.95%            |

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|--|--|--|--|

#### 4. Changes in Association

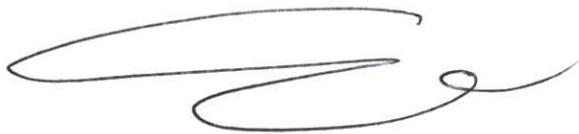
The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Nature and ACN/ARSN (if applicable) | Nature of association |
|-------------------------------------|-----------------------|
| N/A                                 |                       |

#### 5. Addresses

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

|                     |
|---------------------|
| Refer to Annexure A |
|---------------------|



Sign Here \_\_\_\_\_

Dated: 13 January 2015

Emi Ishikawa

Regulatory Reporting Manager

Duly authorized under Powers of Attorney by and on behalf of FMR



## Annexure A

| Investment Manager                         | Address                                            | Custodian                      | Nature of Relevant Interest         | Shares    |
|--------------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------|-----------|
| FIDELITY MANAGEMENT & RESEARCH (U.K.) INC. | 10 Paternoster Square, 4th Floor, London EC4M 7LS  | JPMORGAN CHASE BANK            | Investment Discretion/ Voting Power | 371,789   |
|                                            | 10 Paternoster Square, 4th Floor, London EC4M 7LS  | NORTHERN TRUST CO (C)          |                                     | 5,831,484 |
| FMR CO., INC                               | 245 Summer Street, Boston, MA 02210                | BROWN BROS HARRIMN LTD LUX (C) |                                     | 8,900     |
|                                            | 245 Summer Street, Boston, MA 02210                | BROWN BROTHERS HARRIMAN AND CO |                                     | 290,290   |
|                                            | 245 Summer Street, Boston, MA 02210                | JPMORGAN CHASE BANK            |                                     | 635,268   |
|                                            | 245 Summer Street, Boston, MA 02210                | NORTHERN TRUST CO (C)          |                                     | 230,773   |
|                                            | 245 Summer Street, Boston, MA 02210                | STATE STREET BANK AND TR CO    |                                     | 1,094,344 |
| PYRAMIS GLOBAL ADVISORS (CANADA) ULC       | 483 Bay Street, Suite 300 Toronto, Ontario M5G 2N7 | STATE STREET BANK AND TR CO    |                                     | 350,000   |
| PYRAMIS GLOBAL ADVISORS TRUST COMPANY      | 900 Salem Street, Smithfield, RI 02917             | BROWN BROTHERS HARRIMAN AND CO |                                     | 1,322,023 |
|                                            | 900 Salem Street, Smithfield, RI 02917             | CIBC MELLON TRUST (C)          |                                     | 294,415   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | JP MORGAN, BOURNEMOUTH (C)     |                                     | 223,026   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | JPMORGAN CHASE BANK            |                                     | 340,527   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | MELLON BANK NA (C)             |                                     | 1,389,963 |
|                                            | 900 Salem Street, Smithfield, RI 02917             | NORTHERN TRUST CO (C)          |                                     | 960,335   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | STATE STREET BANK AND TR CO    |                                     | 1,531,437 |
| PYRAMIS GLOBAL ADVISORS, LLC               | 900 Salem Street, Smithfield, RI 02917             | BANK OF NEW YORK MELLON        |                                     | 238,940   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | BROWN BROTHERS HARRIMAN AND CO |                                     | 113,900   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | MELLON BANK NA (C)             |                                     | 718,887   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | NORTHERN TRUST CO (C)          |                                     | 482,277   |
|                                            | 900 Salem Street, Smithfield, RI 02917             | STATE STREET BANK AND TR CO    |                                     | 1,096,361 |

