

Sydney

Level 15, 255 Pitt Street
Sydney NSW 2000 Australia
GPO Box 3698
Sydney NSW 2001
www.challenger.com.au

Telephone 02 9994 7000
Facsimile 02 9994 7777

29 June 2015

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

Re: Notice of initial substantial holder - G8 Education Limited (GEM)

We enclose notice of initial substantial holder in G8 Education Limited. This notice is given by Challenger Limited and each of its subsidiaries named in Annexure 1 to this notice.

Yours faithfully



Andrew Brown
Company Secretary

attach

Melbourne Level 19, 31 Queen Street PO Box 297, Flinders Lane, Melbourne VIC 3000 Telephone 02 9994 7000 Facsimile 02 9994 7777
Brisbane Level 9, 241 Adelaide Street GPO Box 3234, Brisbane QLD 4001 Telephone 07 3136 5400 Facsimile 07 3136 5407
Perth Level 5, 50 Georges Terrace, Perth WA 6000 Telephone 08 9261 7412 Facsimile 08 9321 5277
Adelaide Level 7, Suite 714, 147 Pirie Street Adelaide SA 5000 Telephone 08 7071 7042 Facsimile 08 8227 0395

Challenger Limited ABN 85 106 842 371 Challenger Group Services Pty Limited ABN 91 085 657 307
Challenger Life Company Limited ABN 44 072 486 938 AFSL 234670 Howard Commercial Lending Limited ABN 65 000 033 143
Challenger Management Services Limited ABN 29 092 382 842 AFSL 234 678
Challenger Retirement and Investment Services Limited ABN 80 115 534 453 AFSL295642 RSE Licence No. L0001304
Challenger Mortgage Management Pty Ltd ABN 72 087 271 109 Challenger Securitisation Management Pty Ltd ABN 56 100 346 898 AFSL 244593

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme **G8 Education Limited**

ACN/ARSN **123 828 553**

1. Details of substantial holder (1)

Name **Challenger Limited (and entities listed in Annexure 1)**

ACN / ARSN (if applicable) **106 842 371**

The holder became a substantial holder on **25/06/2015.**

2. Details of 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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary Fully Paid	Same as persons votes	18,381,341	5.04%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure 1	Ordinary fully paid shares purchased and sold on market by Challenger Limited and the entities listed in Annexure 1, and obtain a relevant interest by virtue of section 608(3) of the Corporations Act 2001.	See Annexure 2

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Challenger Limited and each other entity named in Annexure 1	BNP Paribas Nominees Pty Limited	BNP Paribas Nominees Pty Limited	780,030 (Ordinary Fully Paid)
As above	Citicorp Nominees Pty Ltd	Citicorp Nominees Pty Ltd	1,876,190 (Ordinary Fully Paid)
As above	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	7,116,482 (Ordinary Fully Paid)
As above	National Nominees Limited	National Nominees Limited	1,999,022 (Ordinary Fully Paid)
As above	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	6,609,617 (Ordinary Fully Paid)

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure 1	See Annexure 2	See Annexure 2		See Annexure 2

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

Name	Address
Challenger Limited and each entity named in Annexure 1	Level 15, 255 Pitt Street, Sydney

Signature

print name **Andrew Brown** capacity **Company Secretary**

sign here  date **29/06/2015**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations A.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure 1

This is page 1 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

29/06/2015

Company Name	ACN / Company No.	Country of Incorporation
255 FINANCE PTY LTD	168 112 507	AUSTRALIA
ACCURIUM HOLDINGS PTY LTD	158 242 936	AUSTRALIA
ACCURIUM PTY LTD	009 492 219	AUSTRALIA
ACRUX LIMITED	082 001 152	AUSTRALIA
ALLFINE HOLDINGS PTY LTD	100 231 918	AUSTRALIA
ALPHACAT 2013, LTD	47159	BERMUDA
ALPHINITY INVESTMENT MANAGEMENT PTY LTD	140 833 709	AUSTRALIA
APPIA EUROPE LIMITED	6490323	ENGLAND/WALES
APPIA FINANCE 2 LIMITED	6538054	ENGLAND/WALES
APPIA FINANCE LIMITED	6490331	ENGLAND/WALES
APPIA GROUP LIMITED	99865	JERSEY
APPIA INVESTMENTS LIMITED	6490313	ENGLAND/WALES
ARDEA INVESTMENT MANAGEMENT PTY LTD	132 902 722	AUSTRALIA
ARETE INVESTMENT PARTNERS PTY LTD	167 156 961	AUSTRALIA
ASSETSECURE PTY. LIMITED	110 953 618	AUSTRALIA
BELVINO INVESTMENTS PTY LIMITED	147 114 387	AUSTRALIA
BENTHAM ASSET MANAGEMENT PTY LTD	140 833 674	AUSTRALIA
BLUEZEN PTY LTD	100 220 175	AUSTRALIA
CDPG AUSTRALIA PTY LIMITED	124 498 095	AUSTRALIA
CDPG LUXEMBOURG HOLDINGS SARL	B 127717	LUXEMBOURG
CDPG LUXEMBOURG II SARL	B 127580	LUXEMBOURG
CDPG LUXEMBOURG SARL	B 127515	LUXEMBOURG
CDPG MALTA LIMITED	C 41110	MALTA
CESCADE PTY LIMITED	096 097 399	AUSTRALIA
CFSG HOLDINGS NO 2 (VICTORIA) PTY LIMITED	107 601 605	AUSTRALIA
CHALLENGER DIRECT PTY LTD	006 475 501	AUSTRALIA
CHALLENGER DIVERSIFIED PROPERTY DEVELOPMENT PTY LIMITED	121 624 833	AUSTRALIA
CHALLENGER DPG FRANCE II SAS	495 391 062	FRANCE
CHALLENGER DPG FRANCE SAS	495 390 392 R.C.S.	FRANCE
CHALLENGER EMERGING MARKET INFRASTRUCTURE FUND PTE. LTD	200804361D	SINGAPORE
CHALLENGER FINANCIAL SERVICES PTY LIMITED	087 464 131	AUSTRALIA
CHALLENGER FM 2 HOLDINGS PTY LIMITED	080 036 657	AUSTRALIA
CHALLENGER FM NOMINEES PTY LIMITED	130 035 353	AUSTRALIA
CHALLENGER FUNDS MANAGEMENT HOLDINGS PTY LIMITED	107 728 030	AUSTRALIA
CHALLENGER GROUP HOLDINGS LIMITED	002 993 302	AUSTRALIA
CHALLENGER GROUP PTY LIMITED	003 374 196	AUSTRALIA
CHALLENGER GROUP SERVICES (UK) LIMITED	04244127	ENGLAND/WALES
CHALLENGER GROUP SERVICES PTY. LTD.	085 657 307	AUSTRALIA
CHALLENGER HOLDING VAGYONKEZELO KFT	01-09-879644	HUNGARY
CHALLENGER HOME LOAN CORPORATION PTY LTD	058 891 302	AUSTRALIA
CHALLENGER INVENTORY FINANCE SERVICING PTY LIMITED	107 706 810	AUSTRALIA
CHALLENGER JERSEY I3 LIMITED	95120	JERSEY
CHALLENGER LBC TERMINALS HOLDING COMPANY LIMITED	C41149	MALTA

Annexure 1

This is page 2 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

29/06/2015

Company Name

ACN / Company No. Country of Incorporation

CHALLENGER LBC TERMINALS LIMITED	C41150	MALTA
CHALLENGER LIFE CDI NOMINEES PTY LTD	055 293 644	AUSTRALIA
CHALLENGER LIFE COMPANY HOLDINGS PTY LTD	006 381 193	AUSTRALIA
CHALLENGER LIFE COMPANY LIMITED	072 486 938	AUSTRALIA
CHALLENGER LIFE DEBT INVESTMENTS (EUROPE) LIMITED	07626067	ENGLAND/WALES
CHALLENGER LIFE FUND PROPERTY INVESTMENTS PTY LTD	161 212 693	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.2 PTY LTD	078 627 013	AUSTRALIA
CHALLENGER LIFE NOMINEES NO.3 PTY LIMITED	151 482 147	AUSTRALIA
CHALLENGER LIFE NOMINEES PTY LTD	091 336 793	AUSTRALIA
CHALLENGER LIFE OFFSHORE INVESTMENTS LIMITED	105145	JERSEY
CHALLENGER LIFE SUBSIDIARY HOLDINGS LTD	099 742 122	AUSTRALIA
CHALLENGER LIMITED	106 842 371	AUSTRALIA
CHALLENGER LUXEMBOURG HOLDING NO.1A SARL	B124890	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.1B SARL	B124891	LUXEMBOURG
CHALLENGER LUXEMBOURG HOLDING NO.2 SARL	B124889	LUXEMBOURG
CHALLENGER MANAGED INVESTMENTS (INTERNATIONAL) PTY LIMITED	120 871 212	AUSTRALIA
CHALLENGER MANAGEMENT SERVICES LIMITED	092 382 842	AUSTRALIA
CHALLENGER MARGIN LENDING PTY LIMITED	091 338 822	AUSTRALIA
CHALLENGER MBK EMERGING MARKET INFRASTRUCTURE FUND GP LTD	WK-209744	CAYMAN ISLANDS
CHALLENGER MBK FUND MANAGEMENT PTE. LTD	200804360M	SINGAPORE
CHALLENGER MORTGAGE MANAGEMENT PTY LTD	087 271 109	AUSTRALIA
CHALLENGER NON-CONFORMING FINANCE PTY LTD	107 725 486	AUSTRALIA
CHALLENGER ORIGINATOR FINANCE PTY LIMITED	095 085 466	AUSTRALIA
CHALLENGER PROPERTY ASSET MANAGEMENT PTY LTD	077 569 021	AUSTRALIA
CHALLENGER RETIREMENT AND INVESTMENT SERVICES LIMITED	115 534 453	AUSTRALIA
CHALLENGER SECURITISATION MANAGEMENT PTY LTD	100 346 898	AUSTRALIA
CHALLENGER SKYBRIDGE (CAPITAL II) INVESTMENT LLP	OC338355	ENGLAND/WALES
CHALLENGER SKYBRIDGE (FUND SLP) JERSEY LIMITED	100742	JERSEY
CHALLENGER SKYBRIDGE (GP HOLDINGS) INVESTMENT LLP	OC338388	ENGLAND/WALES
CHALLENGER SKYBRIDGE (GROUP) HOLDING COMPANY PTY LTD	130 888 327	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) HOLDING COMPANY PTY LTD	130 888 274	AUSTRALIA
CHALLENGER SKYBRIDGE (HASTINGS) INVESTMENT LLP	OC338387	ENGLAND/WALES
CHALLENGER SKYBRIDGE FUND (LP) JERSEY LIMITED	100741	JERSEY
CHALLENGER SPECIAL SERVICING PTY LIMITED	107 707 415	AUSTRALIA
CHALLENGER SPECIALISED FINANCE NO.2 PTY LTD	168 107 355	AUSTRALIA
CHALLENGER SPECIALISED FINANCE PTY LTD	164 516 401	AUSTRALIA
CHALLENGER TREASURY LIMITED	093 307 996	AUSTRALIA
CHALLENGER UK TANK STORAGE LIMITED	6067787	ENGLAND/WALES
CHALLENGER UK TERMINALS LIMITED	95751	JERSEY
CHALLENGER WELCOME BREAK LIMITED	99827	JERSEY
CHALLENGER WHOLESALE FINANCE HOLDINGS PTY LIMITED	087 284 240	AUSTRALIA
CHALLENGER WIND HOLDINGS PTY LIMITED	151 496 061	AUSTRALIA
CLASHFERN INVESTMENTS (UK) LIMITED	4558112	ENGLAND/WALES

Annexure 1

This is page 3 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

29/06/2015

Company Name	ACN / Company No.	Country of Incorporation
CLS US HOLDINGS, LLC	5302598	UNITED STATES
CPHIC INVESTMENTS PTY LTD	093 340 526	AUSTRALIA
CSPP1 BROADBEACH PTY LTD	122 460 977	AUSTRALIA
CSPP1 INVESTMENT COMPANY 1 PTY LIMITED	120 463 023	AUSTRALIA
CSPP1 MAITLAND PTY LTD	122 460 968	AUSTRALIA
CSPP1 MAVIS COURT PTY LTD	122 461 983	AUSTRALIA
EMIF HOLDINGS PTY LTD	130 565 169	AUSTRALIA
FIDANTE LIMITED	06172534	ENGLAND/WALES
FIDANTE PARTNERS (UK & EUROPE) LIMITED	06393787	ENGLAND/WALES
FIDANTE PARTNERS ALPHINITY HOLDINGS PTY LTD	140 716 016	AUSTRALIA
FIDANTE PARTNERS ARDEA HOLDINGS PTY LTD	133 865 853	AUSTRALIA
FIDANTE PARTNERS ARETE HOLDINGS PTY LTD	143 836 373	AUSTRALIA
FIDANTE PARTNERS BENTHAM HOLDINGS PTY LTD	140 715 573	AUSTRALIA
FIDANTE PARTNERS GP US LLC	5651702	UNITED STATES
FIDANTE PARTNERS HOLDINGS PTY LIMITED	123 318 650	AUSTRALIA
FIDANTE PARTNERS INVESTMENT FUNDS PUBLIC LIMITED COMPANY	533320	IRELAND
FIDANTE PARTNERS KAPSTREAM HOLDINGS PTY LIMITED	123 319 460	AUSTRALIA
FIDANTE PARTNERS LIMITED	002 835 592	AUSTRALIA
FIDANTE PARTNERS MERLON HOLDINGS PTY LTD	140 715 662	AUSTRALIA
FIDANTE PARTNERS METISQ HOLDINGS PTY LTD	143 376 961	AUSTRALIA
FIDANTE PARTNERS NOVAPORT HOLDINGS PTY LTD	140 715 797	AUSTRALIA
FIDANTE PARTNERS R&M HOLDINGS PTY LIMITED	152 375 436	AUSTRALIA
FIDANTE PARTNERS SERVICES LIMITED	119 605 373	AUSTRALIA
FIDANTE PARTNERS TEMPO HOLDINGS PTY LTD	167 321 262	AUSTRALIA
FIDANTE PARTNERS US LLC	5651705	UNITED STATES
FIDANTE PARTNERS WAVESTONE HOLDINGS PTY LIMITED	133 626 276	AUSTRALIA
FIDANTE PARTNERS WHITEHELM HOLDINGS PTY LTD	169 043 903	AUSTRALIA
FIDANTE PARTNERS WYETREE LIMITED	09387239	ENGLAND/WALES
GASVALPO FINANCE PTY LIMITED	003 376 529	AUSTRALIA
GASVALPO S.A.	96.960.800-6	CHILE
GREENCAPE CAPITAL PTY LTD	120 328 529	AUSTRALIA
GV CAYMAN COMPANY LIMITED	OG-206918	CAYMAN ISLANDS
GV CHILE HOLDING LIMITADA	12431 17236 11675	CHILE
GV CHILE LIMITADA	12430 17253 11696	CHILE
GV JERSEY HOLDING COMPANY LIMITED	100293	JERSEY
GV JERSEY TRUSTEE COMPANY LIMITED	100294	JERSEY
GV JERSEY TRUSTEE COMPANY NO. 2 LIMITED	100367	JERSEY
HOMELOANS LIMITED	095 034 003	AUSTRALIA
HOWARD COMMERCIAL LENDING LIMITED	000 033 143	AUSTRALIA
KAPSTREAM CAPITAL PTY LIMITED	122 076 117	AUSTRALIA
KINETIC INVESTMENT PARTNERS PTY LTD	009 568 496	AUSTRALIA
KUDU INVESTMENT MANAGEMENT LLC	1231609	UNITED STATES
KUDU INVESTMENT PARTNERS I, LP	47-2497501	UNITED STATES

Annexure 1

This is page 4 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

29/06/2015

Company Name	ACN / Company No.	Country of Incorporation
KUDU INVESTMENTS GP LLC	1244682	UNITED STATES
LANV PTY LTD	147 224 502	AUSTRALIA
LBC TANK TERMINALS (JERSEY) LIMITED	97371	JERSEY
LEASE COLLATERAL NO.2 PTY LTD	168 112 481	AUSTRALIA
LEASE COLLATERAL PTY LTD	168 112 472	AUSTRALIA
LEASE FUNDING MANAGEMENT PTY LTD	168 112 490	AUSTRALIA
MAITLAND NOMINEE HOLDINGS PTY LIMITED	122 853 114	AUSTRALIA
MAVIS COURT DEVELOPMENT CO PTY LTD	124 112 956	AUSTRALIA
MAWBURY PTY LIMITED	096 097 479	AUSTRALIA
MERLON CAPITAL PARTNERS PTY LTD	140 833 683	AUSTRALIA
METISQ CAPITAL HOLDINGS PTY LTD	158 011 351	AUSTRALIA
METISQ CAPITAL PTY LTD	104 642 613	AUSTRALIA
METISQ CAPITAL SINGAPORE PTE. LTD.	49G	SINGAPORE
MIR ASIA PACIFIC EQUITY FEEDER FUND LTD	184062	CAYMAN ISLANDS
MIR ASIA PACIFIC EQUITY MASTER FUND LTD	184007	CAYMAN ISLANDS
MIR GREATER CHINA PTE LTD	200715836D	SINGAPORE
MIR LIBRA CAPITAL MANAGEMENT LTD	236748	CAYMAN ISLANDS
MIR LIBRA GREATER CHINA EQUITY FUND LTD	WK-237319	CAYMAN ISLANDS
NOVAPORT CAPITAL PTY LTD	140 833 656	AUSTRALIA
OAKLANDS HILL PTY LTD	149 814 559	AUSTRALIA
OAKLANDS HILL WIND FARM PTY LTD	126 595 935	AUSTRALIA
OIKOS LIMITED	2705354	ENGLAND/WALES
OIKOS STORAGE LIMITED	315280	ENGLAND/WALES
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES FUND LTD.	212456	CAYMAN ISLANDS
RESIDENTIAL REAL ESTATE TOTAL RETURN OPPORTUNITIES MASTER FUND L.P.	27263	CAYMAN ISLANDS
SABRAND LIMITED	126677	CYPRUS
STRUCTURED CREDIT RESEARCH LLP	OC328062	ENGLAND/WALES
TALAVERA HERRING PTY LIMITED	086 068 984	AUSTRALIA
TEMPO ASSET MANAGEMENT PTY LTD	167 321 637	AUSTRALIA
THE LIBERTY GROUP CONSORTIUM PTY LTD	082 564 289	AUSTRALIA
TLG SERVICES PTY LIMITED	092 500 608	AUSTRALIA
TLGH PTY LIMITED	092 927 467	AUSTRALIA
TRE DATA CENTRES CANBERRA PTY LTD	141 881 227	AUSTRALIA
US LLC HOLDINGS PTY LTD	130 888 292	AUSTRALIA
US LLC INVESTMENTS LLC	36-4811214	UNITED STATES
WATERFORD COUNTY PTY LIMITED	122 853 089	AUSTRALIA
WAVESTONE CAPITAL PTY LTD	120 179 419	AUSTRALIA
WELCOME BREAK CAYMAN LIMITED	FC027450	CAYMAN ISLANDS
WELCOME BREAK GROUP HOLDINGS LIMITED	FC027451	CAYMAN ISLANDS
WELCOME BREAK GROUP LIMITED	03147949	ENGLAND/WALES
WELCOME BREAK HOLDINGS (1) LIMITED	04099287	ENGLAND/WALES
WELCOME BREAK HOLDINGS (2) LIMITED	04379574	ENGLAND/WALES
WELCOME BREAK HOLDINGS LIMITED	03290817	CAYMAN ISLANDS

Annexure 1

This is page 5 of 5 of Annexure 1 referred to in ASIC Form 603 - Notice of initial substantial holder.



Andrew Brown - Company Secretary of Challenger Limited

29/06/2015

Company Name

ACN / Company No. Country of Incorporation

WELCOME BREAK LIMITED	01735476	ENGLAND/WALES
WELCOME BREAK NO.1 LIMITED	08331837	ENGLAND/WALES
WELCOME BREAK NO.2 LIMITED	08331870	ENGLAND/WALES
WELCOME BREAK NO.3 LIMITED	08331918	ENGLAND/WALES
WELCOME BREAK SERVICES LIMITED	04099292	ENGLAND/WALES
WYETREE ASSET MANAGEMENT LTD.	06041569	ENGLAND/WALES
WYETREE FUNDS PLC	520464	IRELAND

Annexure 2

Annexure 2 consists of 3 pages and is referred to in Form 603 signed by me and dated

29/06/2015



Andrew Brown

Transactions:

G8 Education Limited (GEM)

As at 25/06/2015

Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of securities	Person's Votes Affected
24/02/2015	Challenger Limited (the entities listed in Annexure 1)	Opening Balance		10,733,704	10,733,704
25/02/2015	As above	Buy	868,076.42	197,735	197,735
25/02/2015	As above	Sell	6,976.00	-1,600	1,600
05/03/2015	As above	Buy	613,460.79	153,900	153,900
06/03/2015	As above	Buy	592,064.64	150,400	150,400
10/03/2015	As above	Buy	314,832.00	84,000	84,000
10/03/2015	As above	Buy	68,963.20	18,400	18,400
10/03/2015	As above	Buy	915,636.40	244,300	244,300
10/03/2015	As above	Buy	12,368.40	3,300	3,300
10/03/2015	As above	Buy	904,017.60	241,200	241,200
10/03/2015	As above	Buy	122,184.80	32,600	32,600
10/03/2015	As above	Buy	4,497.60	1,200	1,200
10/03/2015	As above	Buy	98,947.20	26,400	26,400
10/03/2015	As above	Buy	520,597.20	138,900	138,900
10/03/2015	As above	Buy	226,379.20	60,400	60,400
11/03/2015	As above	Buy	26,068.32	7,200	7,200
11/03/2015	As above	Buy	151,131.60	41,981	41,981
11/03/2015	As above	Buy	33,199.20	9,222	9,222
11/03/2015	As above	Buy	439,563.60	122,101	122,101
11/03/2015	As above	Buy	5,878.80	1,633	1,633
11/03/2015	As above	Buy	289,468.80	80,408	80,408
11/03/2015	As above	Buy	58,446.00	16,235	16,235
11/03/2015	As above	Buy	2,073.60	576	576
11/03/2015	As above	Buy	47,379.60	13,161	13,161
11/03/2015	As above	Buy	249,696.00	69,360	69,360
11/03/2015	As above	Buy	108,594.00	30,165	30,165
12/03/2015	As above	Sell	20,075.00	-5,500	5,500
12/03/2015	As above	Buy	43,155.84	11,400	11,400
17/03/2015	As above	Buy	366,554.86	101,801	101,801
17/03/2015	As above	Buy	191,712.07	53,243	53,243
17/03/2015	As above	Buy	84,353.60	23,427	23,427
17/03/2015	As above	Buy	557,391.96	154,801	154,801
17/03/2015	As above	Buy	7,669.49	2,130	2,130
17/03/2015	As above	Buy	74,275.24	20,628	20,628
17/03/2015	As above	Buy	2,848.15	791	791
17/03/2015	As above	Buy	60,250.51	16,733	16,733
17/03/2015	As above	Buy	317,041.64	88,050	88,050
17/03/2015	As above	Buy	237,156.92	65,153	65,153
17/03/2015	As above	Buy	124,036.64	34,076	34,076
17/03/2015	As above	Buy	54,574.52	14,993	14,993
17/03/2015	As above	Buy	360,625.72	99,073	99,073
17/03/2015	As above	Buy	4,961.32	1,363	1,363
17/03/2015	As above	Buy	48,055.28	13,202	13,202
17/03/2015	As above	Buy	1,841.84	506	506
17/03/2015	As above	Buy	38,984.40	10,710	10,710
17/03/2015	As above	Buy	205,117.64	56,351	56,351
17/03/2015	As above	Buy	138,252.48	38,396	38,396
17/03/2015	As above	Buy	89,445.72	24,573	24,573

18/03/2015	As above	Buy	174,812.62	50,300	50,300
18/03/2015	As above	Buy	32,642.44	9,400	9,400
19/03/2015	As above	Buy	1,603,163.25	448,500	448,500
19/03/2015	As above	Buy	554,047.50	155,000	155,000
19/03/2015	As above	Buy	334,930.65	93,700	93,700
19/03/2015	As above	Buy	129,754.35	36,300	36,300
19/03/2015	As above	Buy	105,447.75	29,500	29,500
19/03/2015	As above	Buy	5,004.30	1,400	1,400
19/03/2015	As above	Buy	146,911.95	41,100	41,100
19/03/2015	As above	Buy	974,408.70	272,600	272,600
19/03/2015	As above	Buy	13,225.65	3,700	3,700
19/03/2015	As above	Buy	241,636.20	67,600	67,600
31/03/2015	As above	Buy	302,361.51	90,411	90,411
31/03/2015	As above	Buy	99,797.26	29,841	29,841
31/03/2015	As above	Buy	878,999.09	262,835	262,835
31/03/2015	As above	Buy	11,895.68	3,557	3,557
31/03/2015	As above	Buy	577,296.41	172,621	172,621
31/03/2015	As above	Buy	116,980.27	34,979	34,979
31/03/2015	As above	Buy	4,297.43	1,285	1,285
31/03/2015	As above	Buy	94,841.00	28,359	28,359
31/03/2015	As above	Buy	499,641.76	149,401	149,401
31/03/2015	As above	Buy	219,088.44	65,511	65,511
01/04/2015	As above	Buy	157,281.52	48,700	48,700
01/04/2015	As above	Buy	31,973.04	9,900	9,900
01/04/2015	As above	Buy	457,311.36	141,600	141,600
01/04/2015	As above	Buy	6,136.24	1,900	1,900
01/04/2015	As above	Buy	300,352.80	93,000	93,000
01/04/2015	As above	Buy	61,039.44	18,900	18,900
01/04/2015	As above	Buy	49,412.88	15,300	15,300
01/04/2015	As above	Buy	259,982.80	80,500	80,500
01/04/2015	As above	Buy	13,524.00	4,200	4,200
01/04/2015	As above	Buy	113,681.92	35,200	35,200
01/04/2015	As above	Sell	22,572.00	-6,600	6,600
01/04/2015	As above	Sell	2,394.00	-700	700
10/04/2015	As above	Buy	37,329.79	11,534	11,534
10/04/2015	As above	Buy	281,391.02	86,943	86,943
10/04/2015	As above	Buy	96,305.29	29,756	29,756
10/04/2015	As above	Buy	1,433.41	442	442
10/04/2015	As above	Buy	31,853.63	9,842	9,842
10/04/2015	As above	Buy	38,033.29	11,751	11,751
10/04/2015	As above	Buy	3,890.39	1,202	1,202
10/04/2015	As above	Buy	113,426.65	35,045	35,045
10/04/2015	As above	Buy	168,673.43	52,116	52,116
10/04/2015	As above	Buy	70,266.59	21,710	21,710
10/04/2015	As above	Buy	20,846.28	6,440	6,440
10/04/2015	As above	Buy	7,260.37	2,243	2,243
15/04/2015	As above	Buy	386,884.47	105,900	105,900
17/04/2015	As above	Buy	569,915.58	159,900	159,900
17/04/2015	As above	Buy	462,989.58	129,900	129,900
17/04/2015	As above	Buy	159,319.74	44,700	44,700
17/04/2015	As above	Buy	61,660.66	17,300	17,300
17/04/2015	As above	Buy	49,898.80	14,000	14,000
17/04/2015	As above	Buy	263,394.38	73,900	73,900
17/04/2015	As above	Buy	6,415.56	1,800	1,800
17/04/2015	As above	Buy	5,346.30	1,500	1,500
17/04/2015	As above	Buy	32,434.22	9,100	9,100
17/04/2015	As above	Buy	115,836.50	32,500	32,500
20/04/2015	As above	Buy	388,383.36	108,800	108,800
21/04/2015	As above	Buy	503,407.45	150,500	150,500
21/04/2015	As above	Buy	304,720.39	91,100	91,100
21/04/2015	As above	Buy	884,726.05	264,500	264,500
21/04/2015	As above	Buy	118,074.97	35,300	35,300
21/04/2015	As above	Buy	725,508.81	216,900	216,900
21/04/2015	As above	Buy	95,664.14	28,600	28,600
21/04/2015	As above	Buy	12,041.64	3,600	3,600
21/04/2015	As above	Buy	10,369.19	3,100	3,100
21/04/2015	As above	Buy	61,880.65	18,500	18,500

21/04/2015	As above	Buy	222,101.36	66,400	66,400
10/04/2015	As above	Sell		-1	1
27/04/2015	As above	Sell	12,243.66	-3,300	3,300
27/04/2015	As above	Sell	13,356.72	-3,600	3,600
30/04/2015	As above	Sell	218,405.00	-60,500	60,500
30/04/2015	As above	Buy	218,405.00	60,500	60,500
05/05/2015	As above	Sell	11,872.00	-3,200	3,200
05/05/2015	As above	Sell	4,823.00	-1,300	1,300
05/05/2015	As above	Sell	852,580.02	-227,859	227,859
07/05/2015	As above	Sell	15,047.00	-4,100	4,100
11/05/2015	As above	Buy	155,216.10	39,000	39,000
11/05/2015	As above	Sell	161,964.00	-40,900	40,900
11/05/2015	As above	Sell	941,672.10	-237,000	237,000
11/05/2015	As above	Buy	941,672.10	237,000	237,000
19/05/2015	As above	Buy	24,879.36	6,200	6,200
19/05/2015	As above	Buy	91,090.56	22,700	22,700
22/05/2015	As above	Buy	218,341.44	59,200	59,200
26/05/2015	As above	Sell	3,790.00	-1,000	1,000
26/05/2015	As above	Sell	14,402.00	-3,800	3,800
11/06/2015	As above	Buy	21,419.46	5,700	5,700
11/06/2015	As above	Buy	145,426.86	38,700	38,700
22/06/2015	As above	Sell	163,892.99	-47,964	47,964
23/06/2015	As above	Buy	83,130.95	24,500	24,500
23/06/2015	As above	Buy	14,929.64	4,400	4,400
24/06/2015	As above	Buy	55,155.61	16,487	16,487
24/06/2015	As above	Buy	75,866.98	22,678	22,678
24/06/2015	As above	Buy	21,467.43	6,417	6,417
24/06/2015	As above	Buy	220,408.33	65,884	65,884
24/06/2015	As above	Buy	145,083.31	43,368	43,368
24/06/2015	As above	Buy	29,309.05	8,761	8,761
24/06/2015	As above	Buy	15,301.86	4,574	4,574
24/06/2015	As above	Buy	2,542.50	760	760
24/06/2015	As above	Buy	125,452.50	37,500	37,500
24/06/2015	As above	Buy	2,974.06	889	889
24/06/2015	As above	Buy	55,858.14	16,697	16,697
25/06/2015	As above	Sell	10,447.00	-3,100	3,100
25/06/2015	As above	Buy	162,301.59	48,402	48,402
25/06/2015	As above	Buy	223,242.64	66,576	66,576
25/06/2015	As above	Buy	63,170.93	18,839	18,839
25/06/2015	As above	Buy	648,562.53	193,416	193,416
25/06/2015	As above	Buy	426,912.66	127,315	127,315
25/06/2015	As above	Buy	86,240.95	25,719	25,719
25/06/2015	As above	Buy	45,030.12	13,429	13,429
25/06/2015	As above	Buy	7,477.64	2,230	2,230
25/06/2015	As above	Buy	369,153.79	110,090	110,090
25/06/2015	As above	Buy	8,751.85	2,610	2,610
25/06/2015	As above	Buy	164,370.51	49,019	49,019

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