

ASX Announcement

G8 Education Limited
(ASX:GEM)



14 August 2015

Lodgement of First Supplementary Bidder's Statement – Cash Offer

In accordance with section 647(1) of the *Corporations Act 2001* (Cth), G8 Education Limited ACN 123 828 553 (**G8 Education**) encloses a copy of its first supplementary bidder's statement dated 14 August 2015 (**First Supplementary Bidder's Statement**) in relation to G8 Education's on-market bid for all of the ordinary shares in Affinity Education Group Limited ACN 163 864 195 (**Affinity Education**) which it does not already own (**Cash Offer**).

The First Supplementary Bidder's Statement supplements G8 Education's original bidder's statement in relation to the Cash Offer which was lodged with the Australian Securities and Investments Commission (**ASIC**) on 3 August 2015.

The First Supplementary Bidder's Statement has been lodged with ASIC and has been served on Affinity Education today.

ENDS

Chris Scott

Managing Director

First Supplementary Bidder's Statement – Cash Offer

Introduction

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) to the bidder's statement dated 3 August 2015 (**Bidder's Statement**) issued by G8 Education Limited ACN 123 828 553 (**G8 Education**) in relation to G8 Education's on-market takeover bid for all of the ordinary shares in Affinity Education Limited ACN 163 864 195 (**Affinity Education**) (**Cash Offer**).

This First Supplementary Bidder's Statement is given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) in compliance with the requirements of section 643 Corporations Act.

The First Supplementary Bidder's Statement supplements and is to be read together with the Bidder's Statement. This document prevails in the event of any inconsistency with the Bidder's Statement.

Important notices

A copy of the First Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (ASIC) on 14 August 2015. Neither ASIC nor any of its officers take any responsibility for the contents of the First Supplementary Bidder's Statement.

Defined terms

Unless the context otherwise requires, capitalised terms in this First Supplementary Bidder's Statement have the same meaning given to them in section 11 of the Bidder's Statement. The rules of interpretation set out in section 11.2 of the Bidder's Statement also apply to the First Supplementary Bidder's Statement, unless the context otherwise requires.

ASIC relief granted to Affinity Education and G8 Education

ASIC has granted relief to Affinity Education and G8 Education in relation to the Cash Offer by way of a declaration set out in ASIC instrument [15-07467] pursuant to section 655A(1)(b) Corporations Act (Declaration).

In summary, the Declaration granted relief to allow Affinity Education to lodge the target's statement in response to the Cash Offer with ASIC, ASX and G8 Education on or before Monday, 24 August 2015, and to dispatch the target's statement in response to the Cash Offer to Affinity Education Shareholders on or before Tuesday, 25 August 2015 and certain incidental variations to the application of section 635(1) to Affinity Education and G8 Education. In respect of G8 Education, the Declaration has the effect of extending the time by which G8 Education must make offers under the Cash Offer to Wednesday, 26 August 2015.

The Declaration was subject to various conditions, which have been satisfied by Affinity Education's announcement to the ASX at 5.46pm on 10 August 2015.

Offer Period

As a result of the Declaration, the Offer Period for the Cash Offer, this was scheduled to commence on Tuesday, 18 August 2015, will now commence on Wednesday 26 August 2015, however you can still sell your Affinity Education shares on-market to G8 Education immediately.

Approval of the First Supplementary Bidder's Statement

The First Supplementary Bidder's Statement has been approved by a unanimous resolution of the directors of G8 Education.

This First Supplementary Bidder's Statement is dated 14 August 2015, which is the date it was lodged with ASIC.



Jenny Hutson
Chairperson
G8 Education Limited