

# ASX Announcement

G8 Education Limited  
(ASX:GEM)



26 April 2016

## **S\$500,000,000 Multicurrency Debt Issuance Programme - Notice of change of Guarantors**

G8 Education Limited announced today that it had added nine new subsidiaries as Additional Subsidiary Guarantors to its SGD\$500 million Multicurrency Debt Issuance Programme (the “**Programme**”) established on 2 May 2014:

- (a) Greenwood Prep Holdings Pty Ltd;
- (b) G W Brookvale Pty Ltd;
- (c) G W Bronte Pty Ltd;
- (d) G W Katoomba Pty Ltd;
- (e) GW Frenchs Forest Pty Ltd (formerly Greenwood Prep 10 Pty Ltd);
- (f) G W Gladesville Pty Ltd;
- (g) G W Concord Pty Ltd;
- (h) G W Macquarie Park Pty Ltd; and
- (i) Adelaide Montessori Pty Ltd.

Under the terms of the Programme, G8 Education Limited may add and remove subsidiaries as guarantors provided that the G8 Group continues to meet certain financial covenants. As G8 Education Limited continues to expand its portfolio of new childcare and education centres, it is anticipated that new subsidiaries will be added as guarantors under the Programme, while other entities may be removed. G8 Education Limited advises that the obligations of the following entities who were Guarantors under the Programme will be terminated and the Guarantee in respect of these Guarantors will be revoked:

- (a) Sterling Early Education Finance Pty Ltd;
- (b) Bright Juniors @ PGL Pte Ltd;
- (c) Bright Juniors @ SC Pte Ltd;
- (d) Bright Juniors @ YS Pte Ltd;
- (e) Cherie Hearts @ KK Pte Ltd; and
- (f) Cherie Hearts @ SK Pte Ltd.

ENDS

**Chris Scott**

Managing Director

# Certificate

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26 April 2016

DBS Bank Ltd.  
12 Marina Boulevard, Level 42  
Marina Bay Financial Centre Tower 3  
Singapore 018982  
Attention: T&M – Fixed Income Origination

**G8 EDUCATION LIMITED**  
**S\$500,000,000 MULTICURRENCY DEBT ISSUANCE PROGRAMME**

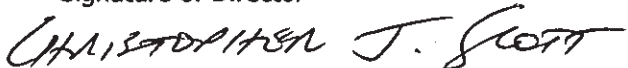
We refer to the Trust Deed dated 2 May 2014 (**Trust Deed**) relating to the G8 Education Limited S\$500,000,000 Multicurrency Debt Issuance Programme (**Programme**), as added to and amended from time to time. Terms used in this Certificate have the same meaning as in that Trust Deed.

G8 Education Limited intends to add new guarantors to, and remove certain guarantors from, the Programme during the month of April 2016.

As directors of G8 Education Limited, we hereby certify that, to the best of our knowledge and information, as at the date of this Certificate, the consolidated total assets of the Issuer and the Guarantors (after taking into account the accession to by certain Guarantors to, and removal of certain Guarantors from, the Programme during the month of April 2016), taken as a whole, will comprise no less than 90% of the consolidated total assets of the Group.

**EXECUTED by G8 EDUCATION LIMITED** in )  
accordance with section 127(1) of the Corporations )  
Act 2001

  
\_\_\_\_\_  
Signature of Director

  
\_\_\_\_\_  
Name of Director  
(Please print)

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Signature of Director / Company Secretary  
(delete as applicable)

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Name of Director / Company Secretary  
(Please print)

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CHRISTOPHER PAUL SACRE  
Name of Director/ Company Secretary  
(Please print)