

ASX Announcement

G8 Education Limited
(ASX:GEM)



19 May 2016

Entry into Second Supplemental Trust Deed and Settlement of Notes in connection with the S\$260,000,000 4.75 per cent. Fixed Rate Notes due 2017 (ISIN: SG6QC9000008) ("Notes") issued pursuant to the Company's S\$600,000,000 Multicurrency Debt Issuance Programme ("Programme")

Reference is made to the announcements made by the Company in connection with its tender offer and consent solicitation exercise and in particular, the announcement made on 19 May 2016 of the results of the meeting of the Noteholders held on 18 May 2016. Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the invitation memorandum dated 26 April 2016 ("**Invitation Memorandum**") issued by the Company.

The Company wishes to announce that, as a result of the passing of the Extraordinary Resolution at the Meeting, the Company has today entered into a second supplemental trust deed (supplemental to the trust deed dated 2 May 2014 between the Company and the Trustee constituting the Notes) ("**Trust Deed**") to effect the amendments and modifications to the terms and conditions of the Notes pursuant to the Proposal.

In addition, the Company wishes to announce that as at 18 May 2016, S\$239,750,000 in aggregate principal amount of the Notes have been validly accepted by the Company for repurchase pursuant to the Invitation. Payment of the Purchase Price and the relevant Consent Fees have been made to the relevant Noteholders on 19 May 2016. The Company will be taking such steps as are required to cancel the repurchased Notes.

ENDS

Chris Scott
Managing Director