

ASX Announcement

G8 Education Limited
(ASX:GEM)



26 April 2016

Updates to the S\$500,000,000 Multicurrency Debt Issuance Programme established by G8 Education Limited – increase in Programme limit from S\$500,000,000 to S\$600,000,000

Reference is made to the Notes and the trust deed dated 2 May 2014 made between *inter alia* the Company, as issuer, and DBS Trustee Limited, as trustee, constituting the Notes (the “**Trust Deed**”).

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the Trust Deed.

The Company wishes to announce that it has updated its Multicurrency Debt Issuance Programme established on 2 May 2014 (the “**Programme**”) to, *inter alia*, (a) increase the programme limit of the Programme from S\$500,000,000 to S\$600,000,000 and (b) make certain technical amendments to the transaction documents relating to the Programme (the “**Amendments**” and, after such increase in programme limit and amendments, the Programme shall be referred to as the “**Amended Programme**”).

DBS Bank Ltd. (“**DBS**”) is the arranger and dealer of the Amended Programme (the “**Arranger**”). DBS Trustee Limited is the trustee of the Amended Programme and DBS is the issuing and paying agent and agent bank under the Amended Programme.

Under the Amended Programme, the Issuer may from time to time issue Notes and Perpetual Securities in series or tranches denominated in Singapore dollars or any other currency agreed between the Issuer and the relevant dealer(s) on the same or different issue dates. The net proceeds (after deducting issue expenses) arising from the issue of Notes and Perpetual Securities will be used for the purpose of financing general corporate purposes of the Group, including to finance potential acquisitions, strategic expansions, general working capital, capital expenditure and investments of the Group and to refinance existing borrowings of the Group or as otherwise specified in the Pricing Supplement.

The Notes and Perpetual Securities which are specified as senior in the applicable pricing supplement will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank *pari passu*, without any preference or priority among themselves, and (in the case of Perpetual Securities which are specified as senior in the applicable pricing supplement, at least) *pari passu* with all other present and future unsecured obligations (other than subordinated obligations and priorities created by law) of the Company. The Perpetual Securities which are specified as subordinated in the applicable pricing supplement will constitute direct, unconditional, subordinated and unsecured obligations of the Company and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with any Parity Obligations (as defined in the terms and conditions of the Perpetual Securities) of the Company.

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The Trust Deed has been amended by way of a supplemental trust deed dated 26 April 2016 made between the same parties to, *inter alia*, reflect the Amendments.

Approval in-principle has been received from the Singapore Exchange Securities Trading Limited (the "SGX-ST") on 22 April 2016 for the increase in the programme limit from S\$500,000,000 to S\$600,000,000. Application has been made to the SGX-ST for permission to deal in and quotation for any Notes or Perpetual Securities which are agreed at the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Notes and Perpetual Securities have been admitted to the Official List of the SGX-ST. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the Official List of the SGX-ST and quotation of any Notes or Perpetual Securities on the SGX-ST are not to be taken as an indication of the merits of the Amended Programme, the Company, its subsidiaries or such Notes or Perpetual Securities.

ENDS

Chris Scott

Managing Director