

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of G8 Education Limited (**Company**) will be held on **25 May 2016** at **11.00am (Brisbane time)** at The Southport Yacht Club, Macarthur Parade, Main Beach, Gold Coast, Queensland.

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Company's Financial Report, the Directors' Report, and the Auditor's Report for the period ended 31 December 2015.

Resolution 1: Re-election of a Director – Mark Graham Johnson

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Mark Graham Johnson, having been appointed on 1 January 2016 as a Director (and Chairperson of the board of Directors) in accordance with Article 46(b) of the Company's Constitution, and retiring in accordance with Listing Rule 14.4 and Article 47(d) of the Company's Constitution and, being eligible for re-election, be elected as a Director of the Company."

Voting Exclusion Statement

Because Resolution 1 does not propose to provide a financial benefit, the candidate may validly cast a vote in respect of the Resolution to elect them as a Director and comply with Section 224 of the Corporations Act and Listing Rule 10.3. In the interests of good corporate governance, however, Mr Johnson and his associates will abstain from voting on the resolution relating to their re-election (except as a proxy for a person who is entitled to vote).

Resolution 2: Re-election of a Director – Susan Margaret Forrester

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Ms Susan Margaret Forrester, who retires in accordance with Article 47(b) of the Company's Constitution and Listing Rule 14.5 (as qualified by Article 47(d)) and, being eligible for re-election, be elected as a Director of the Company."

Voting Exclusion Statement

Because Resolution 2 does not propose to provide a financial benefit, the candidate may validly cast a vote in respect of the Resolution to elect her as a Director, to comply with Section 224 of the Corporations Act and Listing Rule 10.3. In the interests of good corporate governance, however, Ms Forrester and her associates will abstain from voting on the resolution relating to their re-election (except as a proxy for a person who is entitled to vote).

Resolution 3: Re-election of a Director – David Andrew Foster

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr David Andrew Foster, having been appointed from 1 February 2016 as a Director in accordance with Article 46(b) of the Company's Constitution, and retiring in accordance with Listing Rule 14.4 and Article 47(d) of the Company's Constitution and, being eligible for re-election, be elected as a Director of the Company."

Voting Exclusion Statement

Because Resolution 3 does not propose to provide a financial benefit, the candidate may validly cast a vote in respect of the Resolution to elect him as a Director, to comply with Section 224 of the Corporations Act and Listing

Rule 10.3. In the interests of good corporate governance, however, Mr Foster and his associates will abstain from voting on the resolution relating to their re-election (except as a proxy for a person who is entitled to vote).

Resolution 4: Approval of appointment of auditor

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“Provided that the Australian Securities & Investments Commission has provided its consent for the current auditor to resign as auditor of the Company as at the date of the Meeting, to appoint Ernst and Young having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, as Auditor of the Company”.

Resolution 5: Remuneration Report

To consider and, if thought fit, pass the following as an advisory ordinary resolution in accordance with section 250R(2) of the *Corporations Act*:

“That the section of the report of the Directors contained in the 2015 Annual Report dealing with the remuneration of the Company’s Directors and Senior Executives (**Remuneration Report**) be adopted.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by or on behalf of a member of the Key Management Personnel (including Directors), details of whose remuneration are disclosed in the Remuneration Report, or a Closely Related Party of those persons. However, a vote may be cast on Resolution 5 by a member of the Key Management Personnel or a Closely Related Party, if the vote is cast as a proxy appointed in writing which specifies the way in which the proxy is to vote on Resolution 5, and the vote is not cast on behalf of a member of the Key Management Personnel or a Closely Related Party.

By order of the Board of Directors

Mark Graham Johnson

Chair

22 April 2016

Entitlement to vote

The Directors have determined that, for the purpose of voting at the Meeting, shares in the Company will be taken to be held by the Shareholders on 23 May 2016 at 11:00 am (Brisbane time).

PROXIES

In accordance with Section 249L of the Corporations Act 2001, Shareholders are advised that:

- each Shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company;
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half of the votes. Fractions are disregarded;
- If you wish to appoint a proxy and are entitled to do so, please complete and return the attached proxy form;
- A corporation may elect to appoint a representative rather than a proxy, in accordance with the Corporations Act. In this case, the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company prior to the meeting.

The instrument appointing the proxy must be received by the Company's Registry at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

Postal Address	Advanced Share Registry Services	Address	Advanced Share Registry Services
	PO Box 1156		110 Stirling Highway
	NEDLANDS WA 6909		NEDLANDS WA 6909
Facsimile	(08) 9262 3723		

VOTING PROHIBITION STATEMENT

A person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1, 2, 3, 4 or 5 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

EXPLANATORY STATEMENT

G8 Education Limited ABN 95 123 828 553

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice.

1.1 Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

1.2 Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt how to deal with this document, please consult your legal, financial or other professional advisor.

1.3 Glossary

Certain terms and abbreviations used in the Explanatory Statement have defined meanings, which are set out in the Glossary of this Explanatory Statement.

1.4 Resolutions are not interdependent

Resolutions 1 to 5 are not interdependent. In the event that one or more of those Resolutions are not approved by Shareholders, the balance of Resolutions will not be affected.

2. Ordinary Business

2.1 Financial Statements and Reports

- (a) The Corporations Act 2001 requires the Company's Financial Report, the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting of the Company. In addition, the Company's Constitution provides for such reports and statement to be received and considered at the meeting.
- (b) Apart from the matters involving remuneration of Directors which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of members at the Annual General Meeting on such reports. However, members are given the opportunity to raise questions with respect to these reports and statements at the meeting.
- (c) The Financial Report, Directors' Report and Auditor's Report may be found in the annual report for the Company, which has previously been sent to members and which is also available on the Company's website www.g8education.edu.au.
- (d) Members may submit a written question to the Auditor no less than 5 days prior to the Annual General Meeting which relates to the content of the Auditor's report or the conduct of the audit in relation to the financial report to be considered at the meeting.
- (e) The Auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the meeting.

2.2 Resolution 1 - election of director

- (a) Under Article 32(c) of the Company's Constitution, a chairperson of a meeting of Shareholders may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her. As Mr Johnson is the Chairperson of the meeting, he will vacate the chair in favour of another person nominated by him for the conduct of this item.
- (b) Under Article 46(b) of the Company's Constitution, the Board may appoint any person as a director, subject to certain conditions. Directors appointed under Article 46(b) must retire at the next annual general meeting after their appointment and be subject to a vote for re-election at that meeting.

- (c) Therefore, in accordance with the Company's Constitution and the Listing Rules, Mark Graham Johnson ceases to hold office and, being eligible, presents himself for re-election.
- (d) Article 61(d) of the Company's Constitution provides that a person does not cease to be a chairperson of the Board if that person retires as a Director at a meeting of Shareholders and is re-elected as a director at that meeting (or any adjournment of that meeting).
- (e) A summary of Mr Johnson's experience and qualifications appear below.

Mark Graham Johnson

BComm, FCA, CPA, FAICD

Mr Johnson was appointed a director and Chairman of the Board of Directors on 1 January 2016. He is currently a Director of Westfield Corporation, the Hospitals Contribution Fund of Australia (HCF) and HSBC Bank Australia. He is also a director and Chairman of MH Premium Farms Holdings and Chairs the Advisory Board of Willis Towers Watson Australia.

He served as CEO and Asian Deputy Chair of PwC for 4 years and retired in July 2012 after more than 30 years of service. Prior to becoming CEO, he held a number of leadership positions in PwC Australia. In these roles he served on a number of global firm committees.

Mr Johnson's current community appointments include The Smith Family, St Aloysius College Council Inc. (and its Foundation) and the Advisory Council to the UNSW Australia School of Business.

Previously, he was a member of the Australian Auditing and Assurance Standards Board, was a member of the Business Council of Australia and was Deputy Chair of the Finance and Reporting Committee of the Australian Institute of Company Directors.

- (f) The Directors recommend you vote in favour of the re-election of Mr Johnson.

2.3 Resolution 2 - election of director

- (a) Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting. Article 47(d) of the Company's Constitution provides that for this Company, the election of the directors appointed through the year as casual vacancies cannot be taken into account. Article 47(b) of the Company's Constitution determines which director must retire at the annual general meeting if no Director is otherwise required to do so under Article 47(a) of the Company's Constitution.
- (b) Ms Susan Margaret Forrester, being determined as the director due to retire at this Annual General Meeting under Article 47(b) of the Company's Constitution and, being eligible, presents herself for re-election.
- (c) A summary of Ms Forrester's experience and qualifications appear below.

Ms Susan Margaret Forrester

BA, LLB(Hons) EMBA, FAICD

Susan is an accomplished, professional company chair and director with a background in law, business and corporate governance. She held executive management roles in corporate treasury and professional services firms for more than 20 years. In 2015, Susan served on 3 boards which undertook successful IPOs and listing on the ASX (NVC, OTW and XIP). Her current portfolio encompasses 4 ASX listed companies, UnitingCare Qld and Oncore Group Holdings. She also chairs the Audit and Risk Committee for Transport and Main Roads in Qld. Susan's expertise at the board table encompasses strategy, governance within fast growing companies and oversight of large complex transactions. Susan is a Fellow of the AICD.

- (d) The Directors recommend you vote in favour of the re-election of Ms Forrester.

2.4 Resolution 3 - election of director

- (a) Under Article 46(b) of the Company's Constitution, the Board may appoint any person as a director, subject to certain conditions. Directors appointed under Article 46(b) must retire at the next annual general meeting after their appointment and be subject to a vote for re-election at that meeting.
- (b) Therefore, in accordance with the Company's Constitution and the Listing Rules, David Andrew Foster ceases to hold office and, being eligible, presents himself for re-election.
- (c) A summary of Mr Foster's experience and qualifications appear below.

David Andrew Foster

B.App.Sci, MBA, GAICD, SFFin

David Foster enjoyed a successful career in financial services spanning over 25 years. His last executive role was as Chief Executive Officer of Suncorp Bank, Australia's 5th largest bank.

Since leaving Suncorp, Mr Foster has further developed his career as an experienced Non-Executive Director with a portfolio of Board roles across a diverse range of industries including financial services, retailing, local government, education and professional services. He currently serves as a Director on the Boards of the Thorn Group Limited (ASX:TGA) and Kina Securities Limited (ASX:KSL) and chairs both their Audit and Risk Committees. In addition, he is a Director of recently listed Motorcycle Holdings Limited (ASX:MTO) and Chair of their Audit and Risk Committee and Remuneration and Nomination Committee.

- (d) The Directors recommend you vote in favour of the re-election of Mr Foster.

2.5 Resolution 4 - approval of appointment of auditor

- (a) HLB Mann Judd (SE Qld Partnership) has applied to the Australian Securities & Investments Commission for consent to resign from the office of auditor of the Company effective from the conclusion of the Meeting. The application for consent is still in the processing stage and therefore the consent has not yet been granted by the Australian securities and Investments Commission. It is anticipated by the Directors that the consent will be received before the date of the Meeting.
- (b) In accordance with section 328B of the Corporations Act, a notice for the nomination of Ernst & Young as an incoming auditor was received by the Company from Terry King being a member of the Company on 15 April, 2016. A copy of the notice for nomination of Ernst & Young as an auditor is attached to this Notice of Annual General Meeting.
- (c) Ernst & Young has provided its consent by way of written notice to the Company to act as auditor of the Company from the conclusion of the Annual General Meeting of the Company on 25 May 2016.
- (d) In accordance with section 327B(1)(b) of the Corporations Act, if the Australian Securities & Investments Commission has provided its consent for the current auditor to resign as auditor of the Company, a new auditor must be appointed by the Company.
- (e) Resolution 4 relates to the appointment of Ernst & Young as auditor of the Company.
- (f) The Directors recommend you vote in favour of the appointment of Ernst & Young as auditor of the Company if the Australian Securities & Investments Commission has provided its consent for the current auditor to resign as auditor of the Company as at the date of the Meeting.

2.6 Resolution 5 - remuneration report

(a) **Summary**

- (i) Section 250R of the *Corporations Act 2001* requires that the Remuneration Report be put to the members for adoption by way of a non-binding vote.
- (ii) The vote of the members is advisory only and does not bind the Directors or the Company.
- (iii) The Remuneration Report may be found in the annual financial report which members received via mail or which members can access from the Company's website www.g8education.edu.au.

- (iv) Following consideration of the Remuneration Report, members will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.
 - (v) Please note that the Chairperson of the Meeting is not permitted to vote undirected proxies for Resolution 5. If you intend to appoint the Chairperson of the Meeting as your proxy, you should direct your proxy how to vote by ticking the relevant boxes next to each item on the Proxy Form (For, Against or Abstain), or by ticking the Chairperson's box, in which case the Chairperson will vote your proxy in favour of Resolution 5. Please follow the instructions on the Proxy Form.
 - (vi) If you do not direct the Chairperson of the Meeting how to vote on Resolution 6, the Chairperson will not be able to vote your undirected proxy for Resolution 6.
- (b) **Consequences**
- (i) You should also be aware that amendments to the Corporations Act have now implemented a 'two strikes' re-election process which applies to resolutions relating to the Remuneration Report.
 - (ii) If a company's Remuneration Report receives a 'no' vote of 25% or more of all votes cast at two consecutive annual general meetings (the 'two strikes'), a spill resolution must be put at the second AGM requiring shareholders to vote on whether the Company must hold another general meeting to consider spilling the Board. If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days.
 - (iii) At the spill meeting, those individuals who were Directors when the Remuneration Report was considered at the most recent AGM will be required to stand for re-election. If, at the spill meeting, all of the Directors are removed, the remaining positions will be filled by those three with the highest percentage of votes in their favour.
 - (iv) Such an event would have a significant impact of the Company and severely interrupt the Company's strategy and potentially, its market value.
 - (v) The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company, its business and strategic objectives and market practice.
- (c) The Directors recommend you vote in favour of this resolution.

GLOSSARY

Term	Definition
ASX	ASX Limited
Closely Related Party	In relation to a number of the Key Management Personnel, means: <ul style="list-style-type: none"> (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the company; (e) a company which the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	G8 Education Limited
Director	A director of the Company
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice of Meeting
Key Management Personnel	Has the same meaning as in the accounting standard AASB 124 and, generally speaking, includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.
Listing Rules	The listing rules of ASX as applicable to the Company from time to time
Meeting	The general meeting of the Company to be held at the time and place specified in the Notice of Meeting
Notice of Meeting	The notice of meeting and accompanying Explanatory Statement
Proxy Form	The form that accompanies the Notice of Meeting
Resolutions	The resolutions to be put to Shareholders at the Meeting, as set out in the notice of Meeting
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A holder of a Share



G8 Education^{ltd}
A.B.N. 95 123 828 553

Proxy Form – Annual General Meeting

A APPOINTING A PROXY

I/We being a member(s) of G8 Education Limited and entitled to attend and vote hereby appoint:

☐ the Chairperson
of the Meeting
(mark box) OR

OR if you are NOT appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11.00am (Brisbane time) on 25 May 2016, at The Southport Yacht Club, Macarthur Parade, Main Beach, Gold Coast, Queensland and at any adjournment of that meeting.

Where I/we have appointed the Chairperson as my/our proxy (or where the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on all Resolutions (except where I/we have indicated a different voting intention below) even though a Resolution may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 11.00am (Brisbane time) on 23 May 2016. The Chairperson of the Meeting intends to vote undirected proxies in favour of all items of business.

B DIRECTION TO VOTE

To direct your proxy how to vote on any resolution please ☒ in the appropriate box below.

ORDINARY RESOLUTIONS

		For	Against	Abstain
Resolution 1	Re-election of a Director: Mark Graham Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of a Director: Susan Margaret Forrester	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of a Director: David Andrew Foster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor: Ernst & Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of that meeting. **Signing by Member:** This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Member 1	Member 2 (if joint holding)	Member 3 (if joint holding)	/ /
Sole Director and Sole Secretary	Director/Company Secretary	Director	Date

This form should be signed by the Securityholder. If a joint holding, both Securityholders should sign. If signed by the Securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001(Clth).



G8 Education^{ltd}

A.B.N. 95 123 828 553

IMPORTANT

Please complete this form where indicated (A), (B), & (C) and return to Advanced Share Registry Services:

Postal Address	Advanced Share Registry Services PO Box 1156 NEDLANDS WA 6909	Address	Advanced Share Registry Services 110 Stirling Highway NEDLANDS WA 6009
Facsimile	(08) 9262 3723		

Proxy forms must be received by **11.00am (Brisbane time) on 23 May 2016.**

Notes:

- (a) Insert name of proxy. The proxy must be a natural person.
- (b) A member is entitled to appoint 1 or 2 proxies to attend and vote at the meeting. If you appoint a second proxy you must delete the word "all" and insert the proportion of your voting rights given to the proxy in this form. An additional proxy form for the other proxy will be supplied on request.
- (c) If you wish to direct your proxy how to vote, mark For, Against or Abstain for each resolution.
- (d) All joint holders of shares must sign this form. A corporation must sign in accordance with its Constitution.
- (e) The proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company no later than 11.00am (Brisbane time) on 23 May 2016.