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## Annual General Meeting

G8 Education Limited (ASX:GEM)  
20 April 2018



## CHAIRMAN'S ADDRESS



## MANAGING DIRECTOR'S ADDRESS

## Resolution 1– Remuneration Report

The Company now seeks members' consideration, and if thought fit, to pass the following Resolution as a non-binding ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth):

***'That the Remuneration Report for the year ended 31 December 2017 be adopted.'***

Please note that the vote on this Resolution is advisory only, and does not bind the Directors or the Company.

An explanatory note and voting exclusions appear in the Notice of Annual General Meeting.





## Resolution 1– Remuneration Report

<b>Votes For</b>	<b>242,225,874</b>
<b>Votes Against</b>	<b>1,743,500</b>
<b>Open Proxies held by the Chairman ( to be voted at Chairman's Discretion)</b>	<b>835,501</b>
<b>Open Proxies held by other Proxy-holders ( to be voted at that Proxy-holder's discretion</b>	<b>526,686</b>
<b>Votes Abstain</b>	<b>729,738</b>



## SUSAN FORRESTER'S ADDRESS

## Resolution 2 – Re-election of a Director Susan Forrester

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G8 Education Limited seeks members' consideration and if thought fit, to pass the following Resolution as an ordinary resolution:

***'That Ms Susan Forrester who, having been re-elected on 25 May 2016 as a Director in accordance with the Company's Constitution, retires as a Director of the Company and being eligible, offers herself for re-election as a Director of the Company, be elected as a Director of the Company.'***

Ms Forrester's background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.



## Resolution 2 – Re-election of a Director Susan Forrester

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<b>Votes For</b>	<b>150,256,240</b>
<b>Votes Against</b>	<b>93,851,612</b>
<b>Open Proxies held by the Chairman ( to be voted at Chairman's Discretion)</b>	<b>839,322</b>
<b>Open Proxies held by other Proxy-holders ( to be voted at that Proxy-holder's discretion)</b>	<b>526,686</b>
<b>Votes Abstain</b>	<b>638,242</b>





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## JULIE COGIN'S ADDRESS

## Resolution 3 – Election of a Director Julie Cugin

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G8 Education Limited seeks members' consideration and if thought fit, to pass the following Resolution as an ordinary resolution:

***“That Professor Julie Cugin who, having been appointed by the Board as a Director on 1 September 2017, retires in accordance with the Company’s constitution and ASX Listing Rules and being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company.”***

Professor Cugin’s background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.



## Resolution 3 – Election of a Director Julie Cogan

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<b>Votes For</b>	<b>243,414,385</b>
<b>Votes Against</b>	<b>750,584</b>
<b>Open Proxies held by the Chairman ( to be voted at Chairman's Discretion)</b>	<b>875,259</b>
<b>Open Proxies held by other Proxy-holders ( to be voted at that Proxy-holder's discretion)</b>	<b>526,686</b>
<b>Votes Abstain</b>	<b>545,188</b>



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## MARGARET ZABEL'S ADDRESS

## Resolution 4 – Election of a Director Margaret Zabel

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G8 Education Limited seeks members' consideration and if thought fit, to pass the following Resolution as an ordinary resolution:

***“That Ms Margaret Zabel who, having been appointed by the Board as a Director on 1 September 2017, retires in accordance with the Company’s constitution and ASX Listing Rules and being eligible offers herself for election as a Director of the Company, be elected as a Director of the Company.”***

Ms Zabel’s background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.





## Resolution 4 – Election of a Director Margaret Zabel

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<b>Votes For</b>	<b>243,372,698</b>
<b>Votes Against</b>	<b>794,406</b>
<b>Open Proxies held by the Chairman ( to be voted at Chairman's Discretion)</b>	<b>869,624</b>
<b>Open Proxies held by other Proxy-holders ( to be voted at that Proxy-holder's discretion)</b>	<b>526,686</b>
<b>Votes Abstain</b>	<b>548,688</b>

## Resolution 5 – Ratification of Shares Issued

The Company seeks members' consideration, and if thought fit, to pass the following Resolution as an ordinary resolution:

***"That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 31,250,000 Shares by way of placement as described in the Explanatory Statement."***

An explanatory note and voting exclusions appear in the Notice of Annual General Meeting.



## Resolution 5 – Ratification of Shares Issued

<b>Votes For</b>	<b>176,355,009</b>
<b>Votes Against</b>	<b>1,289,902</b>
<b>Open Proxies held by the Chairman ( to be voted at Chairman's Discretion)</b>	<b>883,742</b>
<b>Open Proxies held by other Proxy-holders ( to be voted at that Proxy-holder's discretion</b>	<b>524,749</b>
<b>Votes Abstain</b>	<b>43,713,261</b>



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