



Investing in the future
of childcare.



G8 Education^{ltd}

Annual General Meeting

G8 Education Limited (ASX:GEM)

20 April 2018



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CHAIRMAN'S ADDRESS



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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

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



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SUSAN FORRESTER'S ADDRESS

Resolution 2 – Re-election of a Director Susan Forrester

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



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



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JULIE COGIN'S ADDRESS

Resolution 3 – Election of a Director Julie Cogin

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

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



Resolution 3 – Election of a Director Julie Cogin

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



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MARGARET ZABEL'S ADDRESS

Resolution 4 – Election of a Director Margaret Zabel

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

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

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



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



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