



ASX Announcement

G8 Education Limited
(ASX:GEM)

G8 Education^{ltd}

15 September 2015

G8 Education to allow takeover offers to close, and to vote all of its Affinity shares in favour of an Affinity scheme of arrangement involving Anchorage Childcare

G8 Education Limited (**G8 Education**) (ASX:GEM) refers to:

- the off-market and market takeover offers (**Takeover Offers**) made by G8 Education for all of the ordinary shares in Affinity Education Group Limited (**Affinity**), which are currently due to close on 28 September 2015; and
- the announcement by Affinity that Affinity will propose a scheme of arrangement (**Scheme**), under which Anchorage Childcare Pty Limited (**Anchorage**) will acquire all of the ordinary shares in Affinity and Affinity shareholders will receive consideration of \$0.92 for each Affinity share (**Scheme Consideration**), subject to Anchorage announcing to ASX by no later than 10:00 am (Sydney time) on 21 September 2015 that it has sufficiently detailed binding commitments in place to fund its obligations to pay the Scheme Consideration (**Financing Condition**).

G8 Education has today entered into a voting deed with Affinity (**Voting Deed**). Under the Voting Deed, G8 Education has agreed, subject to the satisfaction of the Financing Condition:

- to not extend the Takeover Offers so that the Takeover Offers will close on 28 September 2015; and
- to irrevocably appoint, for no consideration, the Chair of Affinity as G8 Education's proxy to vote 33,560,488 Affinity shares held by G8 Education (**Relevant Affinity Shares**), which represent approximately 14.5% of Affinity's issued ordinary share capital, in favour of the Scheme.

This proxy may only be revoked if:

- the meeting of Affinity shareholders to consider and vote on the Scheme is not held before 14 January 2016;
- the Affinity board fails to recommend, or withdraws its recommendation, that Affinity shareholders vote in favour of the Scheme in the absence of a superior proposal; or
- a superior proposal is announced by a party other than Anchorage and is recommended by the Affinity board

(Prescribed Events).

G8 Education currently owns 46,051,790 (19.89%) shares in Affinity legally and beneficially. G8 Education has agreed to irrevocably appoint the Chair of Affinity as G8 Education's proxy to vote the Relevant Affinity Shares in favour of the Scheme. In addition to the Relevant Affinity Shares, G8 Education owns an additional 12,491,302 (5.39%) Affinity shares and has a relevant interest in a further 10,964,112 (4.73%) Affinity shares as a result of acceptances received under the Takeover Offers.

G8 Education also announces its intention to vote all of the other Affinity shares it holds at the time of the scheme meeting (in addition to the Relevant Affinity Shares) in favour of the Scheme, subject to no Prescribed Event occurring before the scheme meeting.

ENDS

Jenny Hutson
Chairperson

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