



28 March 2017

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ABN 98 120 328 529  
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The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

**Re: Notice of ceasing to be a substantial holder ~ G8 Education Limited (GEM)**

We enclose notice of ceasing to be a substantial holder in G8 Education Limited. This notice is given by Greencape Capital Pty Ltd.

Yours faithfully

**Andrew Brown**  
Company Secretary

attach

## Form 605

Corporations Act 2001  
Section 671B

### Notice of ceasing to be a substantial holder

To Company Name/Scheme **G8 Education Limited**

ACN/ARSN **123 828 553**

#### 1. Details of substantial holder (1)

Name **Greencape Capital Pty Ltd**

ACN/ARSN (if applicable) **120 328 529**

The holder ceased to be a substantial holder on **24/03/2017**

The previous notice was given to the company on **24/02/2017**

The previous notice was dated **24/02/2017**

#### 2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
Refer Annexure 1	Greencape Capital Pty Ltd	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1	Refer Annexure 1

#### 3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Greencape Capital Pty Ltd	Level 2, 5 Martin Place, Sydney NSW 2000

**Signature**

print name **Andrew Brown** Capacity **Company Secretary**

sign here



date

**28/03/2017**

### DIRECTIONS

(1) If there area number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.

(2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(3) See the definition of "associate" in section 9 of the Corporations Act 2001.

(4) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(6) The voting shares of a company constitute one class unless divided into separate classes.

(7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



**Andrew Brown**  
**Company Secretary of Greencape Capital Pty Ltd**

**Transactions:**

**Company**

**Name/Scheme:** G8 Education Limited (GEM)

**As at:** 24/03/2017

**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
07/03/2017	Greencape Capital Pty Ltd	Sell	14,319.00	- 3,600	3,600
07/03/2017	as above	Sell	151,491.04	- 38,087	38,087
07/03/2017	as above	Sell	579,581.41	- 145,715	145,715
07/03/2017	as above	Sell	14,696.86	- 3,695	3,695
07/03/2017	as above	Sell	986,571.15	- 248,038	248,038
07/03/2017	as above	Sell	260,772.86	- 65,562	65,562
07/03/2017	as above	Sell	67,832.29	- 17,054	17,054
07/03/2017	as above	Sell	35,801.48	- 9,001	9,001
07/03/2017	as above	Sell	354,983.92	- 89,248	89,248
09/03/2017	as above	Sell	633,264.00	- 160,000	160,000
17/03/2017	as above	Sell	35,167.44	- 8,470	8,470
17/03/2017	as above	Sell	18,617.57	- 4,484	4,484
17/03/2017	as above	Sell	185,353.58	- 44,642	44,642
17/03/2017	as above	Sell	7,444.54	- 1,793	1,793
17/03/2017	as above	Sell	79,020.86	- 19,032	19,032
17/03/2017	as above	Sell	302,851.03	- 72,941	72,941
17/03/2017	as above	Sell	7,448.69	- 1,794	1,794
17/03/2017	as above	Sell	515,097.12	- 124,060	124,060
17/03/2017	as above	Sell	136,119.17	- 32,784	32,784
24/03/2017	as above	Sell	31,246.69	- 7,570	7,570
24/03/2017	as above	Sell	2,095,232.90	- 507,603	507,603
24/03/2017	as above	Sell	848,626.23	- 205,593	205,593
24/03/2017	as above	Sell	250,390.41	- 60,661	60,661
24/03/2017	as above	Sell	75,652.49	- 18,328	18,328
24/03/2017	as above	Sell	754,052.36	- 182,681	182,681
24/03/2017	as above	Sell	554,234.53	- 134,272	134,272
24/03/2017	as above	Sell	30,425.28	- 7,371	7,371
24/03/2017	as above	Sell	321,931.71	- 77,993	77,993
24/03/2017	as above	Sell	1,229,757.41	- 297,928	297,928

**Total Number of Securities**

**-2,590,000**