

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme G8 Education Limited (ASX: GEM)

ACN/ARSN ACN: 123 828 553

1. Details of substantial holder (1)

Name Wilson Asset Management Group (refer entities listed in Annexure A)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

22/08/2024

The previous notice was given to the company on

21/05/2024

The previous notice was dated

21/05/2024

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	41,491,794	5.13%	51,255,677	6.33%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer to Annexure B					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities affected	Person's votes
Refer to Annexure C					

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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	

6. Addresses

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name	Address
Refer to Annexure A	

Signature

print name	Kim Heng	capacity	Chief Operations Officer
sign here		date	26/08/2024

DIRECTIONS

- (1) If there are a 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 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100
- (6) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (7) 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

1. Details of Wilson Asset Management Group

Wilson Asset Management Group

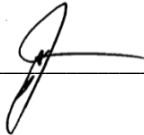
Name	ACN / ARSN
Wilson Asset Management (International) Pty Limited	(ACN 081 047 118)
MAM Pty Limited	(ACN 100 276 542)
WAM Capital Limited	(ACN 086 587 395)
WAM Research Limited	(ACN 100 504 541)
WAM Active Limited	(ACN 126 420 719)
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	(ACN 081 032 000)
WAM Leaders Limited	(ACN 611 053 751)
WAM Microcap Limited	(ACN 617 838 418)
WAM Global Limited	(ACN 624 572 925)
WAM Strategic Value Limited	(ACN 649 096 220)
WAM Alternative Assets Limited	(ACN 168 941 704)
Wilson Asset Management Leaders Fund	(ARSN 663 806 228)

6. Addresses

Name	Address
Wilson Asset Management (International) Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
MAM Pty Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Capital Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Research Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Active Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Leaders Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Microcap Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Alternative Assets Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Strategic Value Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
WAM Global Limited	Level 26, 1 Farrer Place, Sydney, NSW 2000
Wilson Asset Management Leaders Fund	Level 26, 1 Farrer Place, Sydney, NSW 2000
Citigroup Pty Limited	Level 21, 2 Park Street, Sydney, NSW 2000

This is Annexure A of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: _____



Date: 26/08/2024

ANNEXURE B

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
23/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,807.98	Ordinary shares	1,520	1,520
23/05/24	WAM Capital Limited	On market purchase	-56,783.61	Ordinary shares	47,739	47,739
23/05/24	WAM Research Limited	On market purchase	-19,992.43	Ordinary shares	16,808	16,808
29/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,908.62	Ordinary shares	1,603	1,603
29/05/24	WAM Capital Limited	On market purchase	-57,245.48	Ordinary shares	48,079	48,079
29/05/24	WAM Research Limited	On market purchase	-20,476.87	Ordinary shares	17,198	17,198
30/05/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-23,086.61	Ordinary shares	19,172	19,172
30/05/24	WAM Capital Limited	On market purchase	-692,536.84	Ordinary shares	575,109	575,109
30/05/24	WAM Research Limited	On market purchase	-247,723.45	Ordinary shares	205,719	205,719
03/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-1,350.91	Ordinary shares	1,124	1,124
03/06/24	WAM Capital Limited	On market purchase	-48,781.90	Ordinary shares	40,588	40,588
03/06/24	WAM Research Limited	On market purchase	-12,648.58	Ordinary shares	10,524	10,524
04/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,680.76	Ordinary shares	3,046	3,046
04/06/24	WAM Capital Limited	On market purchase	-132,901.21	Ordinary shares	109,982	109,982
04/06/24	WAM Research Limited	On market purchase	-34,459.67	Ordinary shares	28,517	28,517
06/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-5,123.78	Ordinary shares	4,235	4,235
06/06/24	WAM Capital Limited	On market purchase	-189,446.88	Ordinary shares	156,585	156,585
06/06/24	WAM Research Limited	On market purchase	-47,402.56	Ordinary shares	39,180	39,180
07/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-6,630.20	Ordinary shares	5,475	5,475
07/06/24	WAM Capital Limited	On market purchase	-245,128.37	Ordinary shares	202,419	202,419
07/06/24	WAM Research Limited	On market purchase	-61,333.26	Ordinary shares	50,647	50,647
13/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-11,288.28	Ordinary shares	9,474	9,474
13/06/24	WAM Capital Limited	On market purchase	-413,550.53	Ordinary shares	347,084	347,084
13/06/24	WAM Research Limited	On market purchase	-113,585.66	Ordinary shares	95,330	95,330
14/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-6,139.21	Ordinary shares	5,199	5,199
14/06/24	WAM Capital Limited	On market purchase	-216,538.66	Ordinary shares	183,376	183,376
14/06/24	WAM Research Limited	On market purchase	-75,968.50	Ordinary shares	64,334	64,334
17/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,482.89	Ordinary shares	2,117	2,117
17/06/24	WAM Capital Limited	On market purchase	-91,767.06	Ordinary shares	78,244	78,244
17/06/24	WAM Research Limited	On market purchase	-23,033.24	Ordinary shares	19,639	19,639
18/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-11,754.62	Ordinary shares	10,019	10,019
18/06/24	WAM Capital Limited	On market purchase	-434,412.86	Ordinary shares	370,270	370,270
18/06/24	WAM Research Limited	On market purchase	-140,448.86	Ordinary shares	119,711	119,711
19/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-23,976.65	Ordinary shares	20,475	20,475
19/06/24	WAM Capital Limited	On market purchase	-887,891.31	Ordinary shares	758,220	758,220
19/06/24	WAM Research Limited	On market purchase	-254,068.16	Ordinary shares	216,963	216,963
20/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-903.77	Ordinary shares	764	764
20/06/24	WAM Capital Limited	On market purchase	-33,458.52	Ordinary shares	28,284	28,284
20/06/24	WAM Research Limited	On market purchase	-9,573.61	Ordinary shares	8,093	8,093

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
25/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,191.08	Ordinary shares	1,839	1,839
25/06/24	WAM Capital Limited	On market purchase	-81,534.84	Ordinary shares	68,433	68,433
25/06/24	WAM Research Limited	On market purchase	-35,419.57	Ordinary shares	29,728	29,728
26/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-2,241.37	Ordinary shares	1,901	1,901
26/06/24	WAM Capital Limited	On market purchase	-83,002.63	Ordinary shares	70,398	70,398
26/06/24	WAM Research Limited	On market purchase	-32,660.81	Ordinary shares	27,701	27,701
27/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-7,762.10	Ordinary shares	6,570	6,570
27/06/24	WAM Capital Limited	On market purchase	-287,344.25	Ordinary shares	243,214	243,214
27/06/24	WAM Research Limited	On market purchase	-113,066.76	Ordinary shares	95,702	95,702
28/06/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-7,930.46	Ordinary shares	6,655	6,655
28/06/24	WAM Capital Limited	On market purchase	-293,572.38	Ordinary shares	246,357	246,357
28/06/24	WAM Research Limited	On market purchase	-115,516.58	Ordinary shares	96,938	96,938
01/07/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,374.34	Ordinary shares	2,852	2,852
01/07/24	WAM Capital Limited	On market purchase	-124,936.99	Ordinary shares	105,597	105,597
01/07/24	WAM Research Limited	On market purchase	-49,161.02	Ordinary shares	41,551	41,551
17/07/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market sell	4,090.62	Ordinary shares	- 3,164	3,164
17/07/24	WAM Capital Limited	On market sell	151,209.41	Ordinary shares	- 116,957	116,957
17/07/24	WAM Research Limited	On market sell	38,629.46	Ordinary shares	- 29,879	29,879
31/07/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-5,744.81	Ordinary shares	4,393	4,393
31/07/24	WAM Capital Limited	On market purchase	-230,720.84	Ordinary shares	176,430	176,430
31/07/24	WAM Research Limited	On market purchase	-25,078.12	Ordinary shares	19,177	19,177
08/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-27,459.28	Ordinary shares	20,361	20,361
08/08/24	WAM Capital Limited	On market purchase	-1,060,876.96	Ordinary shares	786,638	786,638
08/08/24	WAM Research Limited	On market purchase	-260,285.30	Ordinary shares	193,001	193,001
09/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-3,585.05	Ordinary shares	2,671	2,671
09/08/24	WAM Capital Limited	On market purchase	-138,521.54	Ordinary shares	103,204	103,204
09/08/24	WAM Research Limited	On market purchase	-33,986.13	Ordinary shares	25,321	25,321
19/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market sell	1,130.13	Ordinary shares	- 821	821
19/08/24	WAM Capital Limited	On market sell	43,659.24	Ordinary shares	- 31,717	31,717
19/08/24	WAM Research Limited	On market sell	10,712.12	Ordinary shares	- 7,782	7,782
20/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market sell	22,494.45	Ordinary shares	- 16,283	16,283
20/08/24	WAM Capital Limited	On market sell	869,082.80	Ordinary shares	- 629,101	629,101
20/08/24	WAM Research Limited	On market sell	213,229.56	Ordinary shares	- 154,350	154,350
21/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market sell	37,785.45	Ordinary shares	- 27,327	27,327
21/08/24	WAM Capital Limited	On market sell	1,457,908.16	Ordinary shares	- 1,054,381	1,054,381
21/08/24	WAM Research Limited	On market sell	128,008.97	Ordinary shares	- 92,578	92,578
22/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-103,254.19	Ordinary shares	82,701	82,701
22/08/24	WAM Capital Limited	On market purchase	-3,990,344.03	Ordinary shares	3,196,049	3,196,049
22/08/24	WAM Research Limited	On market purchase	-1,128,887.99	Ordinary shares	904,178	904,178
23/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-11,519.36	Ordinary shares	8,991	8,991
23/08/24	WAM Capital Limited	On market purchase	-445,557.62	Ordinary shares	347,763	347,763
23/08/24	WAM Research Limited	On market purchase	-183,528.28	Ordinary shares	143,246	143,246
26/08/24	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	On market purchase	-24,562.47	Ordinary shares	19,331	19,331
26/08/24	WAM Capital Limited	On market purchase	-939,185.62	Ordinary shares	739,152	739,152

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class of securities	Number of securities	Person's votes affected
26/08/24	WAM Research Limited	On market purchase	-238,007.28	Ordinary shares	187,315	187,315

This is Annexure B of 3 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: _____

Date: 26/08/2024

ANNEXURE C

Refer to Annexure A for the name and ACN's of the Wilson Asset Management Group members.

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as a holder (8)	Nature of relevant interest (6)	Number of securities	Class of securities	Person's votes
Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Citigroup Pty Limited	Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	Management of the portfolio of Botanical Nominees Pty Limited ATF Wilson Asset Management Equity Fund	1,036,624	Ordinary shares	1,036,624
WAM Capital Limited	Citigroup Pty Limited	WAM Capital Limited	Management of the portfolio of WAM Capital Limited	40,044,217	Ordinary shares	40,044,217
WAM Research Limited	Citigroup Pty Limited	WAM Research Limited	Management of the portfolio of WAM Research Limited	10,174,836	Ordinary shares	10,174,836

This is Annexure C of 1 pages referred to in Form 604 - Notice of change of interests of substantial holder.

Signed: 

Date: 26/08/2024