

Form 604

Corporations Act 2001
Section 671B

Notice of Change of Interests of Substantial Holder

To Company Name/Scheme: G8 Education Limited (ASX Code: GEM)
ACN/ARSN: 123 828 553

1. Details of Substantial Holder

Name: Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its
Subsidiaries as listed in Annexure 3

ACN/ARSN (if applicable) n/a

There was a change in the Interests of the Substantial Holder on: 9 July 2019

The previous notice was given to the company on: 7 December 2018

The previous notice was dated: 4 December 2018

2. Previous & 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 had a relevant interest 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	Previous Notice		Present Notice	
	Person's Votes	Voting Power	Person's Votes	Voting Power
Fully Paid Ordinary	28,216,695	6.20%	33,325,102	7.27%

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	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
Refer Annexure 1					

4. Present Relevant Interest

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	Persons Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Persons Votes
Refer Annexure 2					

5. Changes in Association

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

Name & ACN/ARSN (if applicable)	Nature of Association
n/a	

6. Addresses

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

Name	Address
Nikko AM Limited	Level 26, One International Towers Sydney, 100 Barrangaroo Avenue, Barangaroo, NSW 2000
Sumitomo Mitsui Trust Holdings, Inc. (SMTH)	1-4-1 Marunouchi, Chiyoda-ku Tokyo 100- 8233, Japan
Nikko Asset Management Co., Ltd (NAM Tokyo)	Midtown Tower, 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan
Nikko Asset Management Asia Limited (NAM Asia)	12 Marina View, #18-02 Asia Square Tower 2, Singapore 018961

Signature

Print Name: Saffick Ramjahn

Capacity: Authorised Person of SMTH

Signed: 

Date: 11 July 2019

ANNEXURE 1

Part 3 - Changes in Relevant Interests

Date Range of Change	Person whose Relevant Interest Changed	Nature of Change	Consideration Given in Relation to Change	Class & Number of Securities Affected	Person's Votes Affected
5 December 2018 to 9 July 2019	Nikko AM Limited	Purchase of Shares	\$ 45,524,559	Fully Paid Ordinary & 15,197,132	15,197,132
5 December 2018 to 9 July 2019	Nikko AM Limited	Sales of Shares	\$ 28,433,455	Fully Paid Ordinary & 8,979,559	8,979,559
10 May 2019	Nikko AM Limited	In specie-out	N/A	Fully Paid Ordinary & 432,217	432,217
5 December 2018 to 9 July 2019	NAM Tokyo	Purchase of Shares	\$ 560,920	Fully Paid Ordinary & 192,475	192,475
5 December 2018 to 9 July 2019	NAM Tokyo	Sales of Shares	\$ 2,613,217	Fully Paid Ordinary & 869,424	869,424

ANNEXURE 2

Part 4 - Present Relevant Interest

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 3,258,599	3,258,599
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 7> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,914,777	1,914,777
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 295,091	295,091
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 424,533	424,533
NAM AM Limited	JP Morgan Nominees Australia Ltd	<account 54> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 594,559	594,559
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 44> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 3,412,112	3,412,112
NAM AM Limited	Citicorp Nominees Pty Limited	<account 75> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 3,095,945	3,095,945

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
NAM AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 88> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 1,803,745	1,803,745
NAM AM Limited	Citicorp Nominees Pty Limited	<account 59> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 440,829	440,829
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 9> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 569,059	569,059
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 87> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 361,696	361,696
NAM AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 81> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 381,549	381,549
NAM AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 91> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Investment Manager	Fully Paid Ordinary & 870,435	870,435
NAM AM Limited	Citicorp Nominees Pty Limited	<account 92> Citicorp Nominees Pty Limited Level 25 2 Park Street SYDNEY NSW 2000	Investment Manager	Fully Paid Ordinary & 993,947	993,947
NAM AM Limited	JP Morgan Nominees Australia Ltd	<account 94> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place,	Investment Manager	Fully Paid Ordinary & 979,856	979,856

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
		225 George Street Sydney NSW 2000			
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 98> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 862,386	862,386
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 99> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 1,150,651	1,150,651
NAM AM Limited	JP Morgan Nominees Australia Ltd	<account 100> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 343,684	343,684
NAM AM Limited	JP Morgan Nominees Australia Ltd	<account 101> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 129,416	129,416
NAM AM Limited	HSBC Custody Nominees (Australia) Limited	<account 102> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,741,543	2,741,543
NAM AM Limited	BNP Paribas Security Services Pty Ltd	<account 103> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 561,560	561,560
NAM AM Limited	JP Morgan Nominees Australia Ltd	<account 104> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place,	Investment Manager	Fully Paid Ordinary & 4,071,134	4,071,134

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder	Nature of Relevant Interest	Class & Number of Securities	Person's Votes
		225 George Street Sydney NSW 2000			
NAM AM Limited	JP Morgan Nominees Australia Ltd	<account 105> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 2,891,952	2,891,952
NAM AM Limited	HSBC Custody Nominees (Australia) Limited	<account 106> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000	Investment Manager	Fully Paid Ordinary & 813,084	813,084
Nikko Asset Management Asia Limited	BNP Paribas Nominees Pty Limited	<Trust of Fund 1> 20 Collyer Quay, #01-01, Singapore 049319	Investment Manager	Fully Paid Ordinary & 1,950	1,950
Nikko Asset Management Co., Ltd (NAM Tokyo)	Mizuho Trust & Banking Co., Ltd.	<Trust of Fund 1> 1-2-1 Yaesu, Chuo-ku, Tokyo	Investment Manager	Fully Paid Ordinary & 339,295	339,295
Nikko Asset Management Co., Ltd (NAM Tokyo)	Sumitomo Mitsui Trust Bank, Limited.	<Trust of Fund 2> 1-4-1 Marunouchi, Chiyoda-ku, Tokyo	Investment Manager	Fully Paid Ordinary & 21,715	21,715

Annexure 3 Sumitomo subsidiaries

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:

Sumitomo Mitsui Trust Bank, Limited
Sumitomo Mitsui Trust Asset Management Co., Ltd.
Nikko Asset Management Co., Ltd.
Nippon Institutional Securities Co., Ltd.
Nikko Asset Management Americas, Inc.
Nikko Asset Management Asia Limited
Nikko Asset Management Australia Limited
Nikko Asset Management Europe Ltd
Nikko AM Limited
Nikko Asset Management International Limited
AIIMAN Asset Management Sdn.Bhd.
Nikko Asset Management New Zealand Limited
Nikko AM Americas Holding Co., Inc.
Nikko AM Global Holdings Limited
Nikko Asset Management Hong Kong Limited
Nikko AM Global Cayman Limited
Nikko AM (Cayman) Ltd
Nikko Asset Management Luxembourg S.A.
NAMA Investment Partneres, Inc.
Nikko AM Equities Australia Pty Limited
Affin Hwang Asset Management Berhad
AccelVantage Academy Sdn.Bhd.
Rongtong Fund Management Co., Ltd
Shen Zhen Rongtong Capital Management Co., Ltd.
Rongtong Global Investment Limited
Bintang Capital Partners Berhad
Sky Ocean Asset Management Co., Ltd.
JP Asset Management Co., Ltd.
Sumitomo Mitsui Trust International Limited
Mutual Fund & Insurance Research Institute
SBI Sumishin Net Bank, Ltd.
SBI Sumishin Net Bank Card Co., Ltd.
SBI Card Co., Ltd.
NetMove Corporation
Sumitomo Mitsui Trust General Service Co., Ltd.
Sumitomo Mitsui Trust Career Partners Co., Ltd.
HR One Corporation
HR One Shanghai Co., Ltd.
Sumitomo Mitsui Trust Systems & Services Co., Ltd.
Sumitomo Mitsui Trust Guarantee Co., Ltd.
Sumishin Guaranty Company Limited
Sumitomo Mitsui Trust Wealth Partners Co., Ltd.
Sumitomo Mitsui Trust Card Co., Ltd.
Sumitomo Mitsui Trust Club Co., Ltd.
Sumitomo Mitsui Trust Life Partners Co., Ltd.
Sumitomo Mitsui Trust Business Service Co., Ltd.
Cardif Assurance Vie Japan
Cardif Assurances Risques Divers Japan
Sumitomo Mitsui Trust Loan & Finance Co., Ltd.
Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.
Japan Machinery Leasing and Sales Co., Ltd.
FA Leasing Ltd. Co., Ltd.

Sumitomo Mitsui Trust Leasing (SINGAPORE) Pte.Ltd.
OIF(PANAMA) S.A.
SMPT OCEAN PTE.LTD.
Sumishin Life Card Company, Limited
Zijin Trust Co., Ltd
Nanjing Zijin Financial Leasing Co., Ltd.
Marubeni SumiT Rail Transport Inc.
Midwest Rail Corporation
Sumitomo Mitsui Trust Bank(Thai) Public Company Limited
BIDV-SuMi TRUST Leasing Co.,Ltd.
Japan Management Succession Support Co. Ltd.
Sumitomo Mitsui Trust Investment Co., Ltd.
Sumitomo Mitsui Trust(Hong Kong) Limited
Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.
Enex Asset Management Co., Ltd.
Tokyo Securities Transfer Agent Co.,Ltd.
Japan Securities Agents, Ltd.
Sumitomo Mitsui Trust TA Solution, Ltd.
Japan Stockholders Data Service Company, Limited
Sumitomo Mitsui Trust Research Institute Co., Ltd.
Sumitomo Mitsui Trust Realty Co., Ltd.
Mitsui & Co., Logistics Partners Ltd.
JTC Holdings, Ltd.
Japan Trustee Services Bank, Ltd.
Trust & Custody Services Bank, Ltd
NS Holdings LLP
NS Asset Management LLP
Sumitomo Mitsui Trust Bank (Luxembourg)S.A.
Sumitomo Mitsui Trust Bank (U.S.A.) Limited
Sumitomo Mitsui Trust (Ireland) Limited
SMT Fund Services (Ireland) Limited
SMT Trustees (Ireland) Limited
G.A.S. (Cayman) Limited
Sumitomo Mitsui Trust (UK) Limited
Japan Pension Operation Service, Ltd.