

6 April 2018

The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

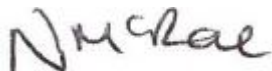
By electronic lodgement

Dear Sir/Madam

**Re: Notice of becoming an initial substantial holder ~ G8 Education Limited (GEM)**

We enclose notice of becoming an initial substantial holder in G8 Education limited. This notice is given by Greencape Capital Pty Ltd.

Yours faithfully



**Naomi McRae**  
Company Secretary

attach

# Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To CompanyName/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 became a substantial holder on

**04/04/2018**

### 2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
<b>Ordinary Fully Paid</b>	<b>Same as persons votes</b>	<b>23,142,317</b>	<b>5.10%</b>

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
<b>Greencape Capital Pty Ltd</b>	<b>Ordinary Fully Paid securities purchased and sold on market by Greencape Capital Pty Ltd</b>	<b>Refer Annexure 1</b>

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
<b>Greencape Capital Pty Ltd</b>	<b>Citicorp Nominees Pty Limited</b>	<b>Citicorp Nominees Pty Limited</b>	<b>1,889,206 (Ordinary Fully Paid)</b>
<b>Greencape Capital Pty Ltd</b>	<b>J P Morgan Nominees Australia Limited</b>	<b>J P Morgan Nominees Australia Limited</b>	<b>11,036,679 (Ordinary Fully Paid)</b>
<b>Greencape Capital Pty Ltd</b>	<b>National Nominees Limited</b>	<b>National Nominees Limited</b>	<b>2,422,688 (Ordinary Fully Paid)</b>
<b>Greencape Capital Pty Ltd</b>	<b>HSBC Custody Nominees (Australia) Limited</b>	<b>HSBC Custody Nominees (Australia) Limited</b>	<b>7,793,744 (Ordinary Fully Paid)</b>

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<b>Greencape Capital Pty Ltd</b>	<b>Refer Annexure 1</b>	<b>Refer Annexure 1</b>		<b>Refer Annexure 1</b>

## 6. Associates

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

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

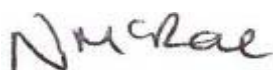
## 7. Addresses

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 **Naomi McRae** capacity **Company Secretary**



sign here date **06/04/2018**

## 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 7 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 section s608 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) 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.

(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) 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.

*Naomi McRae*

**Naomi McRae**  
**Company Secretary of Greencape Capital Pty Ltd**

**Transactions:**

**Company**

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

**As at:** 04/04/2018

**Class of security:** Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
01/12/2017	Greencape Capital Pty Ltd	Opening Balance		15,466,278	15,466,278
04/12/2017	as above	Sell	478,944.74	- 137,529	137,529
04/12/2017	as above	Sell	93,216.08	- 26,767	26,767
04/12/2017	as above	Sell	1,016,120.37	- 291,779	291,779
04/12/2017	as above	Sell	66,355.56	- 19,054	19,054
04/12/2017	as above	Sell	445,766.97	- 128,002	128,002
04/12/2017	as above	Sell	1,545,620.56	- 443,825	443,825
04/12/2017	as above	Sell	52,136.51	- 14,971	14,971
04/12/2017	as above	Sell	2,881,336.92	- 827,376	827,376
04/12/2017	as above	Sell	385,502.30	- 110,697	110,697
15/12/2017	as above	Buy	5,274,300.00	1,500,000	1,500,000
17/01/2018	as above	Sell	18,091.32	- 5,299	5,299
17/01/2018	as above	Sell	432,798.63	- 126,768	126,768
17/01/2018	as above	Sell	13,314.99	- 3,900	3,900
17/01/2018	as above	Sell	1,202,145.58	- 352,112	352,112
17/01/2018	as above	Sell	711,662.32	- 208,448	208,448
17/01/2018	as above	Sell	184,996.42	- 54,186	54,186
17/01/2018	as above	Sell	133,115.76	- 38,990	38,990
17/01/2018	as above	Sell	35,154.99	- 10,297	10,297
17/01/2018	as above	Buy	10,668.23	3,090	3,090
17/01/2018	as above	Buy	37,675.00	11,000	11,000
31/01/2018	as above	Buy	940,576.00	280,000	280,000
02/02/2018	as above	Buy	1,943,444.10	573,000	573,000
05/02/2018	as above	Buy	950,314.40	287,000	287,000
06/02/2018	as above	Buy	931,100.20	289,000	289,000
12/02/2018	as above	Buy	923,135.50	287,000	287,000
28/02/2018	as above	Buy	280,500.00	100,000	100,000
28/02/2018	as above	Buy	2,158,170.96	771,409	771,409
28/02/2018	as above	Buy	38,952.38	13,923	13,923
28/02/2018	as above	Buy	421,095.82	150,515	150,515
28/02/2018	as above	Buy	1,609,351.75	575,241	575,241
28/02/2018	as above	Buy	29,521.33	10,552	10,552
28/02/2018	as above	Buy	28,088.91	10,040	10,040
28/02/2018	as above	Buy	2,742,459.41	980,255	980,255
28/02/2018	as above	Buy	339,296.66	121,277	121,277
28/02/2018	as above	Buy	251,756.63	89,987	89,987
28/02/2018	as above	Buy	76,469.53	27,333	27,333
28/02/2018	as above	Buy	977,706.62	349,468	349,468
28/02/2018	as above	Buy	787,706.49	280,183	280,183
28/02/2018	as above	Buy	14,217.25	5,057	5,057
28/02/2018	as above	Buy	153,696.43	54,669	54,669
28/02/2018	as above	Buy	587,394.24	208,933	208,933
28/02/2018	as above	Buy	10,776.10	3,833	3,833
28/02/2018	as above	Buy	10,250.36	3,646	3,646
28/02/2018	as above	Buy	1,000,965.23	356,038	356,038
28/02/2018	as above	Buy	123,839.36	44,049	44,049
28/02/2018	as above	Buy	91,884.99	32,683	32,683
28/02/2018	as above	Buy	27,911.58	9,928	9,928

Date of Change	Holder of relevant interest	Nature of Change	Consideration	Number of Securities	Person's Votes Affected
28/02/2018	as above	Buy	356,851.00	126,930	126,930
14/03/2018	as above	Buy	1,966,090.00	700,000	700,000
15/03/2018	as above	Buy	1,917,230.00	700,000	700,000
04/04/2018	as above	Buy	60,594.29	25,416	25,416
04/04/2018	as above	Buy	390,899.42	163,961	163,961
04/04/2018	as above	Buy	167,766.73	70,369	70,369
04/04/2018	as above	Buy	1,092,139.52	458,093	458,093
04/04/2018	as above	Buy	858,550.17	360,115	360,115
04/04/2018	as above	Buy	643,022.76	269,713	269,713
04/04/2018	as above	Buy	354,303.49	148,611	148,611
04/04/2018	as above	Buy	15,208.17	6,379	6,379
04/04/2018	as above	Buy	30,177.94	12,658	12,658
04/04/2018	as above	Buy	11,169.51	4,685	4,685

**Total Number of Securities**

**23,142,317**