

**Form 603  
Corporations Act 2001  
Section 671B**

**Notice of Initial Substantial Holder**

To: **G8 EDUCATION LTD**  
ACN/ARSN:

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

Name: FIL Limited and the entities listed in Annexure A ("FIL")  
ACN/ARSN (if applicable)

The holder became a substantial holder on 23 March 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:

<b>Class of Securities (4)</b>	<b>Number of securities</b>	<b>Person's votes (5)</b>	<b>Voting power (6)</b>
COMMON STOCK	23,625,011	23,625,011	5.21%

**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:

Refer to Annexure A
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**4. Details of present registered holders**

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

Refer to Annexure A
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**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:

<b>Date of Acquisition</b>	<b>Holder of Relevant Interest</b>	<b>Consideration (9)</b>	<b>Class and Number of Securities</b>
		<b>AUD \$</b>	<b>Common stock</b>
01-Dec-17	FIL	4.43	111,158
01-Dec-17	FIL	4.43	1,694,127
04-Dec-17	FIL	3.49	42,163

04-Dec-17	FIL	3.49	636,881
05-Dec-17	FIL	3.59	50,594
05-Dec-17	FIL	3.59	760,546
06-Dec-17	FIL	3.48	39,205
06-Dec-17	FIL	3.48	590,821
07-Dec-17	FIL	3.44	41,969
07-Dec-17	FIL	3.44	12,505
07-Dec-17	FIL	3.44	629,271
07-Dec-17	FIL	3.44	187,495
08-Dec-17	FIL	3.46	20,229
08-Dec-17	FIL	3.46	303,309
11-Dec-17	FIL	3.47	150,000
11-Dec-17	FIL	3.47	48,375
11-Dec-17	FIL	3.47	726,625
11-Dec-17	FIL	3.47	75,000
11-Dec-17	FIL	3.47	288,799
12-Dec-17	FIL	3.49	265,003
12-Dec-17	FIL	3.49	435,456
18-Dec-17	FIL	3.48	1,000,000
22-Dec-17	FIL	3.42	275,000
22-Dec-17	FIL	3.42	100,000
22-Dec-17	FIL	3.42	60,000
19-Jan-18	FIL	3.43	304,001
19-Jan-18	FIL	3.43	37,479
22-Jan-18	FIL	3.44	195,999
22-Jan-18	FIL	3.44	47,521
23-Jan-18	FIL	3.45	75,000
05-Feb-18	FIL	3.32	700,000
05-Feb-18	FIL	3.32	150,000
05-Feb-18	FIL	3.32	650,000
05-Feb-18	FIL	3.32	100,000
09-Feb-18	FIL	3.26	25,000
16-Feb-18	FIL	3.23	80,000
27-Feb-18	FIL	2.94	25,219
27-Feb-18	FIL	2.94	55,773
01-Mar-18	FIL	2.86	4,425
01-Mar-18	FIL	2.86	34,300
05-Mar-18	FIL	2.76	279,010
05-Mar-18	FIL	2.76	416,776
05-Mar-18	FIL	2.76	44,200
08-Mar-18	FIL	2.74	265,486
08-Mar-18	FIL	2.74	39,550
08-Mar-18	FIL	2.74	84,764

09-Mar-18	FIL	2.76	309,514
09-Mar-18	FIL	2.76	85,450
09-Mar-18	FIL	2.76	85,236
23-Mar-18	FIL	2.71	2,000
23-Mar-18	FIL	2.71	225,000
23-Mar-18	FIL	2.71	55,000
23-Mar-18	FIL	2.71	400,000
23-Mar-18	FIL	2.71	75,000
23-Mar-18	FIL	2.71	83,479
23-Mar-18	FIL	2.71	206,968
23-Mar-18	FIL	2.71	1,427
23-Mar-18	FIL	2.71	32,472
23-Mar-18	FIL	2.71	102,630
23-Mar-18	FIL	2.71	299,020
23-Mar-18	FIL	2.71	43,548
23-Mar-18	FIL	2.71	12,271
<b>Total Buys</b>			<b>14,178,049</b>

## 6. Associates

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

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

## 7. Addresses

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

Refer to Annexure A
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Sign Here \_\_\_\_\_

**Dated: 27 March 2018**

**Kelvin Lo**

**Head of Regulatory Reporting, Asia Pacific**

**Duly authorized under Powers of Attorney by and on behalf of FIL Limited**

**Annexure A**

Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (SINGAPORE) LIMITED	8 Marina View, #35-06, Asia Square Tower 1, 018960, Singapore	BROWN BROS HARRIMN LTD LUX (C)	Investment Discretion / Voting Power	5,823,480
		JP MORGAN, BOURNEMOUTH (C)		2,348,868
FIL PENSION MANAGEMENT	Oakhill House, 130 Tonbridge Road, Hildenborough, Kent, England TN119DZ	STATE STR BK AND TR CO LNDN (C		345,270
Fidelity (Canada) Asset Management ULC	483 Bay Street, Suite 300, Toronto, Ontario M5G 2N7, Canada	STATE STREET BANK AND TR CO		15,107,393
Grand Total				23,625,011