



G8 Education^{ltd}

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3 October 2011

Mr Rohan Abeyewardene
Senior Adviser, Issuers
Australian Stock Exchange

Email Rohan.abeyewardene@asx.com.au

Dear Mr Abeyewardene

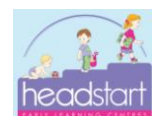
Appendix 3Z Final Director's Interest Notice

I refer to your correspondence of 29 September 2011 and respond as follows:

1. G8 Education Limited (**G8** or **the Company**) takes its obligations under the Corporations Act 2001 and ASX Listing Rules very seriously, and specifically confirms its contract with ASX to comply with the ASX Listing Rules. The Company has implemented various corporate governance procedures and policies in order to ensure that these obligations are met.
2. G8 arranges for all Directors and relevant officers to receive appropriate educational training in compliance issues on a regular basis with qualified legal advisors to assist in fostering an in-depth understanding of the Company's regulatory obligations and nurture a culture of compliance.
3. As part of its continuous disclosure and corporate governance obligations, the Company considers that its investors, and the market in general, have a legitimate interest in relation to trading in its securities by its Directors. It endeavours at all times to ensure that information regarding Directors' holdings are up to date, and that where changes have occurred, appropriate information is disclosed to the market to enable investors to readily understand the nature of the changes.

Reasons for late lodgement of Appendix 3Z

4. The Directors of G8 understand that the Company has an obligation to notify ASX of the notifiable interests of a Director where that individual ceases to be a Director by lodgement of an Appendix 3Z, and that such lodgement must take place within 5 business days of that person ceasing to be a Director.
5. Notice of the resignation of Mr Craig Chapman as a Director of the Company was given by way of lodgement of an Appendix 3Z on 29 September 2011. The Company acknowledges that as Mr Chapman resigned on 2 September, the notice should have been lodged with ASX on 5 September 2011.



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6. The delay in lodging the Appendix 3Z by 5 September 2011 was due to an inadvertent oversight by the Company's administrative staff and a misunderstanding that lodgement and notice had, in fact, been given. The Directors were, and continue to be, aware of their obligations regarding notification of this type of event, and had issued directions at the time of Mr Chapman's resignation for the relevant notice to be given to ASX. Subsequent miscommunication between administrative staff led to the inadvertent delay in lodgement.

Arrangements between G8 and its Directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A

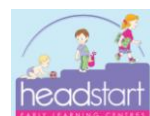
7. G8 has entered into agreements with its Directors requiring them to disclose all information necessary for G8 to comply with its obligations under Listing Rule 3.19A. The agreements impose on the Directors a positive obligation to disclose to the Company all information which the Company requires to comply with its continuous disclosure and corporate governance obligations and the Listing Rules.
8. The Company will not hesitate to enforce these agreements if such need arises.

Additional steps which will be implemented to ensure compliance with Listing Rule 3.19B

9. The Directors have resolved that further compliance training will be provided to those Company officers, including senior management, directly responsible for regulatory compliance, regarding continuous disclosure and corporate governance obligations in general and in particular, the relevant notice requirements under the ASX Listing Rules and the Corporations Act.
10. In addition, the Company Secretary will provide a weekly report to the Board on all ASX notifications given by the Company for that week, so that the Directors are able to regularly review and monitor such notifications.
11. The Directors believe that the above steps will ensure that no inadvertent oversight in compliance occurs in the future, and that there is not a reoccurrence of a breach of the Listing Rules.

Yours sincerely

Chris Sacre
COO and Company Secretary
G8 Education Limited



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29 September 2011

Mr Chris Sacre
COO and Company Secretary
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Dear Mr Sacre

**G8 Education Limited (the "Company")
Appendix 3Z Final Director's Interest Notice**

We refer to the following:

1. The Appendix 3Z lodged by the Company with ASX on Thursday, 29 September 2011 for Craig Graeme Chapman (the "Appendix 3Z").
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

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4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Z indicates that Mr Chapman ceased to be a director of the Company on Friday, 26 August 2011. It appears that the Appendix 3Z should have been lodged with ASX by Friday, 2 September 2011. As it was lodged on Thursday, 29 September 2011, it appears that there may have been a breach by the Company of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances, ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix 3Z was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to Rohan Abeyewardene by email at rohan.abeyewardene@asx.com.au or by facsimile on facsimile number (07) 3832 4114. It should **not** be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, **not later than 8.30am EST (9.30am EDST) on Tuesday, 4 October 2011.**

Under listing rule 18.7A, a copy of this query and your response **will** be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely



Rohan Abeyewardene
Senior Adviser, Issuers (Brisbane)