

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of G8 Education Limited (Company) will be held on Wednesday, 17 April 2019 at 11.00am (Brisbane time) at Mantra on View Hotel, 22 View Avenue, Surfers Paradise, Gold Coast, Queensland (Meeting).

G8 Education Limited

ACN 123 828 553

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G8 Education^{ltd}

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's annual financial report, Directors' report and auditors' report for the financial year ended 31 December 2018.

RESOLUTION 1: REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

"That the Remuneration Report for the year ended 31 December 2018 be adopted."

Voting Exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice of Meeting.

RESOLUTION 2: RE-ELECTION OF A DIRECTOR – MARK JOHNSON

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Mark Johnson who, having been re-elected on 25 May 2016 as a Director in accordance with the Company's constitution, retires as a Director of the Company and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of the Company."

Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Mr Mark Johnson and his associates will abstain from voting on the resolution relating to his re-election (except as a proxy for a person who is entitled to vote).

RESOLUTION 3: RE-ELECTION OF A DIRECTOR – DAVID FOSTER

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr David Foster who, having been re-elected on 25 May 2016 as a Director in accordance with the Company's constitution, retires as a Director of the Company and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of the Company."

Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Mr David Foster and his associates will abstain from voting on the resolution relating to his re-election (except as a proxy for a person who is entitled to vote).

RESOLUTION 4: ISSUE OF PERFORMANCE RIGHTS TO CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That approval be given:

- (a) for the purposes of Listing Rule 10.14 and for all other purposes, to the grant of 198,119 Performance Rights to the Company's Chief Executive Officer and Managing Director, Mr Gary Carroll; and*
- (b) for the purpose of section 200E of the Corporations Act, to the giving of a benefit to the Company's Chief Executive Officer and Managing Director, Mr Gary Carroll, in connection with any vesting of those Performance Rights on the cessation of Mr Carroll's employment with the Company or a related body corporate of the Company,*

in each case under the G8 Executive Incentive Plan and on the basis described in section 2.5 of the Explanatory Statement."

Short explanation

The Company seeks Shareholder approval to grant Performance Rights to Mr. Gary Carroll, Chief Executive Officer and Managing Director, under the G8 Executive Incentive Plan. The Company also seeks Shareholder approval, in the event that Mr Carroll ceases employment with the Company in certain circumstances, for the giving of a termination benefit. Please refer to section 2.5 of the Explanatory Statement for further information.

Voting Exclusion

The Company will disregard any votes cast on this resolution by certain persons. Details of the applicable voting exclusions are set out in the 'Voting Exclusions' section of the Notes to this Notice.

By order of the Board of Directors

Mark Graham Johnson, Chairman

15 March 2019

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NOTES TO NOTICE OF MEETING

ENTITLEMENT TO VOTE

The Company may specify a time, not more than 48 hours before a general meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Board has determined that the registered holders of fully paid Shares on **15 April 2019 at 7pm (Brisbane time)** will be taken to be Shareholders for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

HOW TO VOTE

A Shareholder who is entitled to attend and vote at the Meeting may do so:

- in person;
- by proxy;
- by corporate representative (if the Shareholder is a corporation); or
- by attorney.

VOTING IN PERSON

A Shareholder who is entitled to attend and vote at the Meeting may vote in person by attending the Meeting on Wednesday, 17 April 2019 at 11.00am (Brisbane time) at Mantra on View Hotel, 22 View Avenue, Surfers Paradise, Gold Coast, Queensland.

VOTING BY PROXY

In accordance with Section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half of the votes. Fractions are disregarded.

If you wish to appoint a proxy and are entitled to do so, please complete and return the attached Proxy Form.

Properly completed and executed Proxy Forms must be received by the Company's registry at the address specified below at least 48 hours before the time notified for the Meeting.

Proxy forms can be lodged by mail, online, by hand or by facsimile:

Postal Address

Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Courier Address

Link Market Services Limited
Level 21, 10 Eagle Street
BRISBANE QLD 4000

Facsimile (02) 9287 0303

Website www.linkmarketservices.com.au

UNDIRECTED PROXIES

The Chairman of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions below).

VOTING BY CORPORATE REPRESENTATIVE

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. Evidence of the representative's appointment must be received by the Company's registry at the address specified above at least 48 hours before the time notified for the Meeting. The representative also should bring to the Meeting evidence of his or her appointment.

VOTING BY ATTORNEY

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

VOTING EXCLUSIONS

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on two of the resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any Key Management Personnel whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1:
 - in accordance with a direction in the proxy appointment; or
 - by the Chairman of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

Resolution 4: Issue of Performance Rights to Chief Executive Officer and Managing Director

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 4:

- by Mr Gary Carroll, or any of his associates, regardless of the capacity in which the votes are cast; or
- by any other director of the Company who is eligible to participate in the G8 Executive Incentive Plan and any of their associates; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 4:
 - in accordance with a direction in the proxy appointment; or
 - by the Chairman of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel, and in accordance with a direction in the proxy appointment to vote as the proxy decides.



1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice of Meeting.

1.1 Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

1.2 Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt how to deal with this document, please consult your legal, financial or other professional advisor.

1.3 Glossary

Certain terms and abbreviations used in the Explanatory Statement and the Notice of Meeting have defined meanings, which are set out in the Glossary of this Explanatory Statement.

1.4 Resolutions are not interdependent

The Resolutions are not interdependent. In the event that one or more of the Resolutions are not approved by Shareholders, the balance of the Resolutions will not be affected.

2. ORDINARY BUSINESS

2.1 Financial Statements and Reports

(a) The Corporations Act requires the Company's annual financial report, Directors' report and the auditor's report for the most recent financial year (namely the period ended 31 December 2018) to be tabled at the Meeting. In addition, the Company's constitution provides for such reports and statement to be received and considered at the Meeting.

(b) Apart from the matters involving remuneration of Directors which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the Meeting on such reports. However, members are given the opportunity to raise questions with respect to these reports and statements at the Meeting.

(c) The Company's financial report, Directors' report and auditor's report may be found in the Company's

2018 Annual Report, which has previously been sent to Shareholders and which is also available on the Company's website www.g8education.edu.au.

(d) Shareholders may submit a written question to the Auditor no less than 5 days prior to the Meeting which relates to the content of the Auditor's report or the conduct of the audit in relation to the financial report to be considered at the meeting.

(e) The Auditor will be attending the Meeting and will answer written questions received by the deadline specified above.

2.2 Resolution 1 - Remuneration Report

(a) Summary

- i. Section 250R of the Corporations Act requires that the Remuneration Report be put to the Shareholders for adoption by way of a non-binding vote.
- ii. The vote of the Shareholders is advisory only and does not bind the Directors or the Company.
- iii. The Remuneration Report may be found in the Company's 2018 Annual Report which Shareholders received via mail or which Shareholders can access from the Company's website www.g8education.edu.au.
- iv. Following consideration of the Remuneration Report, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

2.3 Resolution 2 - Re-election of a Director – Mark Johnson

(a) Background

- i. Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.
- ii. Both Listing Rule 14.4 and Article 47(a) of the Company's constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. A director may retire and offer themselves for re-election prior to the expiry of that period.
- iii. Under Article 47(c) of the Company's constitution, a director who retires under

Article 47(b) of the Company's constitution is eligible for re-election.

- iv. Mr Johnson was last elected as a Director of the Company on 25 May 2016.
- v. Mr Johnson will retire at the Meeting under Article 47(b) of the Company's constitution and being eligible for re-election, offers himself for re-election as a Director of the Company.

(b) Summary of Experience

A summary of Mr Johnson's experience and qualifications appears below.

Mr Mark Johnson is an experienced chairman and company director with a diverse portfolio. He was a Director of Westfield Corporate Limited until 8 June 2018, is currently a Director of Coca-Cola Amatil Limited and a Director on other non-listed company boards.

Prior to embarking on his Board career, Mr Johnson was the Chief Executive Officer and Senior Partner of PricewaterhouseCoopers (PwC), one of Australia's leading professional services firms, from July 2008 to June 2012. His former roles include Chairman of the PwC Foundation, member of the Auditing and Assurance Board and Deputy Chair of the Finance and Reporting Committee at the Australian Institute of Company Directors. Mr Johnson is a Fellow of the Institute of Chartered Accountants and the Australian Institute of Company Directors, and holds a Bachelor of Commerce from the University of NSW.

Mr Johnson joined the Company's Board as Chairman on 1 January 2016.

(c) Directors' Recommendation

The Directors (with Mr Johnson abstaining) unanimously recommend that Shareholders vote in favour of Mr Johnson's re-election as a Director.

2.4 Resolution 3 - Re-election of a Director – David Foster

(a) Background

- i. Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.
- ii. Both Listing Rule 14.4 and Article 47(a) of the Company's constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting

following the director's appointment or 3 years, whichever is longer. A director may retire and offer themselves for re-election prior to the expiry of that period.

- iii. Under Article 47(c) of the Company's constitution, a director who retires under Article 47(b) of the Company's constitution is eligible for re-election.
- iv. Mr Foster was last elected as a Director of the Company on 25 May 2016.
- v. Mr Foster will retire at the Meeting under Article 47(b) of the Company's constitution and being eligible for re-election, offers himself for re-election as a Director of the Company.

(b) Summary of Experience

A summary of Mr Foster's experience and qualifications appears below.

Mr Foster has had a successful career in financial services spanning over 25 years, with his last executive role being Chief Executive Officer of Suncorp Bank, Australia's 5th largest bank. Since leaving Suncorp, Mr Foster has further developed his career as an experienced Non-Executive Director with a portfolio of Board roles across a diverse range of industries including financial services, retailing, local government, education and professional services.

Mr David Foster currently serves as Chairman of MotorCycle Holdings Limited and Thorn Group Limited, and as Director of Genworth Mortgage Insurance Australia Limited.

Mr Foster joined the Company's Board on 1 February 2016 and is Chair of the Nominations Committee.

Directors' Recommendation

The Directors (with Mr Foster abstaining) unanimously recommend that Shareholders vote in favour of Mr Foster's re-election as a Director.

2.5 Resolution 4 - Issue of Performance Rights to Chief Executive Officer and Managing Director

(a) Introduction

Resolution 4 seeks Shareholder approval for the granting of 198,119 Performance Rights to the Company's Chief Executive Officer and Managing Director, Mr Gary Carroll, under the G8 Executive Incentive Plan (**GEIP**), as well as Shareholder approval for the vesting of the Performance Rights

granted to Mr Carroll in the event that Mr Carroll ceases employment with the Company in certain circumstances.

(b) Why Shareholder approval is being sought

- i. Listing Rule 10.14 states that a listed company must not permit a director to acquire securities under an employee incentive scheme without Shareholder approval, by ordinary resolution. The purpose of Resolution 4 is to have Shareholders approve the proposed grant of Performance Rights to the Company’s Chief Executive Officer and Managing Director, Mr Gary Carroll, pursuant to the Company’s new executive incentive scheme, the GEIP.
- ii. In addition, the Company seeks Shareholder approval pursuant to section 200E of the Corporations Act for vesting of the Performance Rights granted to Mr Carroll in the event that Mr Carroll ceases to be employed by the Company in certain limited circumstances, as specified in Mr Carroll’s individual personalised offer document. Such circumstances include redundancy, death or permanent disability.
- iii. Under sections 200B of the Corporations Act, a company may only give a person a “benefit” in connection with their ceasing to hold a managerial or executive office in the company (**Termination Benefit**) if it is approved by Shareholders under section 200E of the Corporations Act (or an exemption applies). The term “benefit” may include the pro-rata vesting of Performance Rights in the limited circumstances outlined above, where Mr Carroll ceases to be employed by the Company. The pro-rata vesting of Mr Carroll’s Performance Rights, in those limited circumstances, may amount to the giving of a Termination Benefit requiring Shareholder approval. As such, Shareholder approval is sought for these purposes.
- iv. The number of Performance Rights that may vest on cessation of Mr Carroll’s employment for retrenchment or redundancy is calculated on a pro-rata basis using the following formula:

**The period, in days,
from the date of
grant to the date
of termination,
inclusive**

**The period, in days,
from the date of grant
to the intended date of
vesting, inclusive**

**X No. of Performance
Rights issued, or to
be issued**

The number of Performance Rights that may vest on cessation of Mr Carroll’s employment for death or permanent disability is determined by the Board in its sole discretion.

All Performance Rights will lapse on cessation of employment for resignation or termination with cause.

- v. The value of the Performance Rights may be affected by:
 - the market price of the Shares at the time the employment ceases;
 - the exercise price applicable to the Performance Rights;
 - performance against the performance hurdles at the time the employment ceases;
 - part of the service period having elapsed at the time the employment ceases; and
 - the number of Performance Rights that lapse on cessation of employment.

(c) Grant of Performance Rights to Mr Carroll

The Board’s Remuneration Committee has concluded that the remuneration for Mr Carroll (including the proposed grants of Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Carroll’s duties and responsibilities as Chief Executive Officer and Managing Director of the Company.

(d) Maximum number of Performance Rights to be issued to Mr Carroll

If Shareholder approval is granted, the maximum number of Performance Rights that may be granted to Mr Carroll in respect of the FY19 grant is 198,119.

The number of Performance Rights has been calculated by dividing the \$ value of Mr Carroll’s strategic Long Term Incentive opportunity (being \$630,000) by the value of each Performance Right calculated below.

(e) **Value of Performance Rights**

The value of each Performance Right was determined using the 5 day volume weighted average price of the Shares up to and including 1 March 2019, being \$3.1799 per Share.

(f) **Price of Performance Rights**

The Performance Rights will be granted at no cost to Mr Carroll. Once the performance hurdles are met (or waived), the Performance Rights will be exercisable at an Exercise Price of \$0.00.

(g) **Number of equity incentives issued under the GEIP, persons entitled to participate in the GEIP, the date that the Company will grant these equity securities and loans**

Subject to Shareholder approval, it is anticipated that the Performance Rights will be granted to Mr Carroll shortly after the Meeting to coincide with the grant of long-term incentives to other selected Company executives in accordance with the Company's remuneration strategy. Irrespective of these intentions, the grant of Mr Carroll's Performance Rights approved by Shareholders under Resolution 4 will be issued no later than 12 months after the date of the Meeting.

(h) **Important Dates**

The following dates are relevant to the Company's proposed grant of Performance Rights to Mr Carroll:

- **Grant Date** – date of approval at Meeting
- **First Exercise Date** – 1 March 2020, subject to satisfaction of the vesting conditions
- **Last Exercise Date** – 30 May 2020, subject to satisfaction of the vesting conditions

(i) **Vesting Conditions**

- i. Mr Carroll must satisfy the following vesting conditions in order for his Performance Rights to vest:
 - continuous service with the Company up to the relevant exercise date; and
 - reported (audited) earnings per share (EPS)¹ with compounded annual growth rate (CAGR) as set out in table 1 below.

Table 1:

Percentage of Performance Rights that vest for each % of EPS CAGR

CAGR of EPS ¹ over the three financial years ended 31 December 2021	Percentage of Performance Rights that vest
Less than 10%	0%
10% to 15%	50%-100% (pro-rata)
> 15%	100%

¹Earnings per Share =

Audited Basic Earnings per Share.

- ii. This vesting condition has been selected by the Board:
 - A. to ensure that the Performance Rights only vest where demonstrable outperformance by the Company is achieved;
 - B. to align the interests of directors and shareholders; and
 - C. for simplicity and transparency of calculation.
- iii. Any Performance Rights which fail to satisfy the above vesting conditions will lapse immediately.

(j) **Other Conditions**

- i. Mr Carroll's unvested Performance Rights may, in certain circumstances, vest early in accordance with the terms of the GEIP that may apply from time to time, as approved by the Board.
- ii. No loans will be provided to Mr Carroll by the Company in respect of the Performance Rights.
- iii. The Performance Rights will be subject to the Company's Clawback Policy.
- iv. The Shares awarded on vesting of Mr Carroll's Performance Rights may be subject to restriction and any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's share trading policy.
- v. Under the terms of the GEIP, Mr Carroll is prohibited from entering into transactions or arrangements which limit the economic risk of

holding unvested Performance Rights, including by way of derivatives or similar financial product.

- vi. If, in the Board's opinion, Mr Carroll has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of his unvested Performance Rights will lapse.
- vii. Mr Carroll is the only person referred to in Listing Rule 10.14 entitled to participate in the GEIP.
- viii. Mr Carroll is also the only person referred to in Listing Rule 10.14 who has received Performance Rights under the GEIP since the last approval on 29 May 2017. Details of those grants is as follows:
 - A. FY17 Grant: Following shareholder approval at the Annual General Meeting held on 29 May 2017 Mr Carroll received a grant of 142,249 Performance Rights, which are subject to the same vesting conditions as set out above. If those Performance Rights vest in FY20 the acquisition price payable is \$0.00; and

- B. FY18 Grant: Mr Carroll also received a grant of 198,847 Performance Rights on 20 July 2018. Those Performance Rights are subject to the same vesting conditions as set out above. If those Performance Rights vest in FY21 the acquisition price payable is \$0.00. No shareholder approval was obtained for the FY18 grant and therefore, if those Performance Rights vest, the Company will acquire shares on market to satisfy the vesting of those Performance Rights.

(k)

Directors' Recommendation

The Directors (with Mr Carroll abstaining) unanimously recommend shareholders vote in favour of Resolution 4 set out in the Notice of Meeting.



GLOSSARY

TERM	DEFINITION
ASX	ASX Limited.
Board	The Company's Board of Directors.
Closely Related Parties	In relation to a member of the Key Management Personnel, means: <ul style="list-style-type: none"> (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company; (e) a company which the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	G8 Education Limited.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice of Meeting.
GEIP	The G8 Executive Incentive Plan.
Key Management Personnel	Has the same meaning as in the accounting standard AASB 124 and, generally speaking, includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company and all Company executives reporting to the Company's Chief Executive Officer and Managing Director.
Listing Rules	The listing rules of ASX.
Meeting	The annual general meeting of the Company to be held at the time and place specified in the Notice of Meeting.
Notice of Meeting	The Company's notice of annual general meeting and accompanying Explanatory Statement.
Proxy Form	The proxy form that accompanies the Notice of Meeting.
Remuneration Report	The remuneration report for the Company contained in the Company's 2018 Annual Report.
Resolutions	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share.

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G8 Education^{ltd}



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ABN 95 123 828 553

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
G8 Education Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of G8 Education Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Brisbane time) on Wednesday, 17 April 2019 at Mantra on View Hotel, 22 View Avenue, Surfers Paradise, Gold Coast, Queensland** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of a Director – Mark Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of a Director – David Foster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Performance Rights to Chief Executive Officer and Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

GEM PRX1901C



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STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Brisbane time) on Monday, 15 April 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

G8 Education Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**