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of childcare.



G8 Education^{ltd}

G8 Education – Extraordinary General Meeting

G8 Education Limited (ASX:GEM)
29 April 2014

Background

On 26 March 2014, G8 Education Limited announced that it had undertaken an issue of shares to institutions and professional investors (**'Placement'**).

The Placement is being conducted in two stages:

- Tranche 1: This tranche has already been completed, and involved the issue of 10,869,565 Shares to institutions and professional investors to raise \$50 million (**'Tranche 1'**);
- Tranche 2: Commitments for this tranche have been received and will be completed following this Meeting (subject to approval of Resolution 2), by way of the issue of 10,869,565 Shares to institutions and professional investors to raise up to a further \$50 million (**'Tranche 2'**).

The subscription price of the Shares under both Tranche 1 and Tranche 2 is \$4.60 per Share.

The Shares forming part of Tranche 1 were subscribed for by institutions and professional investors identified by the Company.

The Shares issued under Tranche 1 were issued by the Company within the limit of 15% of its issued capital that the Company may issue in any 12 month period without shareholder approval.

Background

If Resolution 1 is approved, the issue of Tranche 1 Shares will be ratified. Ratification will refresh the ability of the Company to issue further Shares up to the 15% limit over the next 12 months without shareholder approval.

If Resolution 2 is approved, the Company will complete Tranche 2 and will raise a further amount of \$50 million from the issue of an additional 10,869,565 Shares. If Resolution 2 is approved, the Shares issued under Tranche 2 will not be counted within the limit of 15% of the issued capital of the Company that may be placed by the Company without shareholder approval over the next 12 month period.

If Resolutions 1 and 2 are both approved, this will refresh the ability of the Company to issue further Shares up to a limit of 15% of its issued capital in the next 12 month period without shareholder approval.



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QUESTIONS?



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BUSINESS

Resolution 1: Ratification of Tranche 1

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

“That, for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, members ratify and approve the previous issue 10,869,565 fully paid ordinary shares in the Company to institutions and professional investors to raise \$50 million on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusions

Any party who participated in the issue and any of their associates.



Resolution 2: Approval for completion of Tranche 2

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 10,869,565 fully paid ordinary shares in the Company to institutions and professional investors, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusions

Any party who may participate, or has agreed to participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed, and any associate of any such person.





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THANK YOU