

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme **G8 EDUCATION LIMITED**

ACN/ARSN **123 828 553**

1. Details of substantial holder

Name **UBS AG and its related bodies corporate**

ACN/ARSN (if applicable): _____

There was a change in the interests of the substantial holder on **29 August 2014**

The previous notice was given to the company on **1 September 2014**

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's Votes	Voting Power (5)	Person's Votes	Voting Power (5)
Ordinary	22,735,311	6.85%	17,407,706	5.24%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change (7)	Class and Number of securities affected	Person's votes affected
Please see Appendix B.					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
UBS AG	Various Custodians	UBS AG	Fund Manager with power to exercise control over voting shares	73,755 Ordinary	73,755
UBS Fund Management (Switzerland) AG	Various Custodians	UBS Fund Management (Switzerland) AG	Fund Manager with power to exercise control over voting shares	1,383,575 Ordinary	1,383,575
UBS Global Asset Management (Americas) Inc	Various Custodians	UBS Global Asset Management (Americas) Inc	Fund Manager with power to exercise control over voting shares	1,193,850 Ordinary	1,193,850
UBS Global Asset Management (Australia) Ltd	Various Custodians	UBS Global Asset Management (Australia) Ltd	Fund Manager with power to exercise control over voting shares	4,935,966 Ordinary	4,935,966
UBS Global Asset Management (UK) Limited	Various Custodians	UBS Global Asset Management (UK) Limited	Fund Manager with power to exercise control over voting shares	101,784 Ordinary	101,784
UBS AG, London Branch	Various Custodians	UBS AG, London Branch	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	2,511,000 Ordinary	2,511,000
UBS Securities Australia Ltd	N/A	UBS Securities Australia Ltd	Beneficial Owner	5,730,151 Options	5,730,151
UBS Securities LLC	Various Custodians	UBS Securities LLC	Power to control disposal over shares pursuant to stock borrowing and lending activities (see Appendix A)	1,471,913 Ordinary	1,471,913
UBS AG, Australia Branch	UBS Nominees Pty Ltd	UBS AG, Australia Branch	Prime Broker that has exercised its borrowing right in respect of shares pursuant to a Prime Broking Agreement (see Appendix A)	5,712 Ordinary	5,712

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

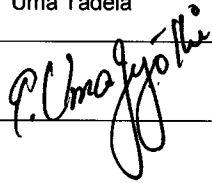
Name	Address
Details of all UBS offices can be found through the following link: http://apps2.ubs.com/locationfinder/	

SIGNATURE

Print Name: Uma Tadela

Capacity: Authorised signatory

Sign Here:

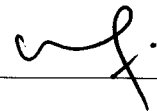


Date: 2 September 2014

Print Name: Wuen-Yi Toh

Capacity: Authorised signatory

Sign Here:



Date: 2 September 2014

Contact details for this notice:

Wuen-Yi Toh
Compliance Operations
(T) +65 6495 4535
(F) +65 6495 2699

Holder of relevant interest	UBS AG, London Branch	UBS Securities LLC	UBS AG, Australia Branch
Type of agreement	Securities Lending Agreement	Securities Lending Agreement	Prime Brokerage Agreement
Parties to agreement	(i) UBS AG, London Branch ("UBS AG")/ UBS Limited (ii) Client (Please refer to Appendix A-1.)	(i) UBS Securities LLC ("UBS Sec LLC") (ii) Client (Please refer to Appendix A-1.)	(i) UBS AG, Australia Branch ("UBS AG") (ii) Client (Please refer to Appendix A-1.)
Transfer date	Please refer to Appendix A-1.	Please refer to Appendix A-1.	Please refer to Appendix A-1.
Holder of voting rights	UBS AG/ UBS Limited	UBS Sec LLC	UBS AG
Are there any restrictions on voting rights?	Please refer to the details below.	No.	Please refer to the details below.
If yes, detail	Since all right and title in the securities passes to the transferee (i.e. UBS AG/ UBS Limited), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).	N/A	Since all right and title in the securities passes to the transferee (i.e. UBS AG), the transferee has the right to vote. However, in certain circumstances, the transferee may seek to arrange for instructions to be exercised in accordance with the instructions of the transferor (i.e. Client).
Scheduled return date (if any)	None.	None unless agreed to by the parties.	None, subject to the terms of the relevant loan.
Does the borrower have the right to return early?	Yes.	Yes. Either party can terminate the loan upon notice unless otherwise agreed.	Yes.
If yes, detail	The borrower (i.e. UBS AG/ UBS Limited) has the right to return at its discretion subject to the terms of the relevant loan.	The borrower (i.e. UBS Sec LLC) has the right to return at its discretion.	The borrower (i.e. UBS AG) has the right to return at its discretion.
Does the lender have the right to recall early?	Yes.	Yes. Either party can terminate the loan upon notice unless otherwise agreed.	Yes.
If yes, detail	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.	The lender has the right to return at its discretion.	The lender (i.e. Client) can recall at its request subject to compliance with margin requirements and the terms of the relevant loan.
Will the securities be returned on settlement?	Yes.	Yes (equivalent securities).	Yes.
If yes, detail any exceptions	None.	None.	None.

The information in this appendix is based on the relevant standard UBS agreement.

A copy of the agreement is available to the company, or responsible entity to whom the prescribed form must be given, or to ASIC, upon request.

Securities Lending Agreement - UBS AG, London Branch / UBS Limited

Parties to agreement	Transfer date
The Bank of New York Mellon as an agent acting on behalf of its clients	(i) 17 July 2014
Citibank NA as an agent acting on behalf of its clients	(i) 4 August 2014
JPMorgan Chase Bank, N.A. as an agent acting on behalf of its clients	(i) 28 August 2014
The Northern Trust Company as an agent acting on behalf of its clients	(i) 17 July 2014
RBC Dexia Investor Services Trust	(i) 17 July 2014
State Street Bank & Trust Company as an agent acting on behalf of its clients	(i) 18 June 2014
The Bank of New York Mellon Corporation	(i) 22 July 2014

Securities Lending Agreement - UBS Securities LLC

Parties to agreement	Transfer date
Barclays Global Investment NA as an agent acting on behalf of its clients	(i) 4 August 2014
The Bank of New York Mellon as an agent acting on behalf of its clients	(i) 18 June 2014
Citibank NA as an agent acting on behalf of its clients	(i) 17 July 2014
JPMorgan Chase Bank, N.A. as an agent acting on behalf of its clients	(i) 6 August 2014
State Street Bank & Trust Company as an agent acting on behalf of its clients	(i) 4 August 2014

Prime Brokerage Agreement - UBS AG, Australia Branch

Parties to agreement	Transfer date
Valuestream Investment Management Limited as Trustee for the Imperia Asia Fund	(i) 30 June 2014

Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change	Number of securities	Class
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(19,403)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(100,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(250,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(10,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(16,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(265,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(16,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(17,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(44,150)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Stock returned	N/A	(1,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Buy	41,765	7,817	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	74,527	(13,868)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Buy	43,078	8,054	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	202,937	(37,945)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	18,725	(3,500)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	3,204	(600)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Buy	45,064	8,444	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	93,033	(17,400)	Ordinary
29-Aug-14	UBS AG, London Branch	Stock borrowed	N/A	500,000	Ordinary
29-Aug-14	UBS AG, London Branch	Trade Cancellation	N/A	(5,000,000)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Buy	16	3	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	4,256	(797)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	5	(1)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	1,848	(346)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	1,944	(364)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	3,311	(620)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	19,747	(3,698)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	1,121	(210)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	176	(33)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	235	(44)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	3,770	(706)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	1,340	(251)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	112	(21)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	4,544	(851)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	3,327	(623)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	25,296	(4,737)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	582	(109)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	2,259	(423)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	336	(63)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	22,140	(4,146)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	935	(175)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	336	(63)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	529	(99)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	1,276	(239)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	2,280	(427)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	566	(106)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	999	(187)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	902	(169)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	224	(42)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	902	(169)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	224	(42)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	1,250	(234)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	908	(170)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	908	(170)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	224	(42)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	902	(169)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	224	(42)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	860	(161)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	214	(40)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	219	(41)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	892	(167)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	101,476	(19,003)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	274	(51)	Ordinary
29-Aug-14	UBS Securities Australia Ltd	Sell	32	(6)	Ordinary