ASX Announcement

G8 Education Limited

(ASX:GEM)

22 October 2018

EXECUTION OF DEBT REFINANCE AGREEMENTS

G8 Education Limited (the "**Company**", and combined with its subsidiaries, the "**Group**" ASX: GEM) is today pleased to announce the finalisation of its debt refinancing process, with the execution of the following Syndicated Facility Agreements:

- AUD$450 million senior secured syndicated bank facility, with the syndicate of lenders including, amongst others, Mandated Lead Arrangers, Underwriters and Bookrunners Commonwealth Bank of Australia, Royal Bank of Canada and Westpac Banking Corporation (**Senior Facilities**). The Senior Facilities received strong support during syndication and the transaction was oversubscribed; and

- AUD$100 million subordinated secured syndicated debt facility (**Junior Facility**), with Commonwealth Bank of Australia serving as Mandated Lead Arranger and Sole Bookrunner.

The key terms of the new debt facilities are as follows:

Senior Facilities

Facility A:	$200 million
Term:	5 years
Type:	Term Loan
Facility B:	$200 million
Term:	3 years
Type:	Revolving Credit
Facility C:	$50 million
Term:	3 years
Type:	Bank Guarantee

Junior Facility

Tranche 1:	$47.2 million
Term:	5.5 years
Tranche 2:	$52.8 million
Term:	7 years

Financial close in respect of the Senior Facilities is expected to occur tomorrow upon satisfaction of standard conditions precedent, with the Company's existing Club Bank Facilities being concurrently repaid and cancelled.

Financial close of the Junior Facility is expected to occur in early December 2018, subject to the satisfaction of standard conditions precedent and will be utilised, in conjunction with the Senior Facilities, to repay the SGD$270 million of Singapore Notes due to mature in May 2019.

G8's Chief Executive Officer, Gary Carroll, said: "The new facilities deliver increased capital capacity, which combined with our existing cash balances, provides more than sufficient liquidity to enable the Group to meet its medium-term strategic growth and capital management plans. In addition, the refinance provides improved covenants which provide significant headroom, an extended lending maturity profile (Weighted Average Maturity of circa 4.5 years) and improved comparable pricing".

Ends