

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme G8 Education Limited (ASX Code: GEM)
ACN/ARSN 123 828 553

1. Details of substantial holder (1)

Name Sumitomo Mitsui Trust Holdings, Inc. (SMTH) and its Subsidiaries as listed in Annexure C.
ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 14 November 2018

2. Details of 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 had a relevant interest in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes	Voting power
Ordinary Shares	23,064,695	23,064,695	5.06%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Nikko AM Limited (NAML)	Under section 608(1) and 608(3) of the Corporations Act in its capacity as fund manager.	22,026,736 fully paid ordinary shares
Nikko Asset Management Co., Ltd. (NAM)	Under section 608(3) of the Corporations Act in its capacity as fund manager.	1,037,959 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Each person named in section 3 above	As set out in Annexure A		

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration	Class and number of securities
As set out in Annexure B			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Nikko AM Limited (NAML) ABN: 99 003 376 252	Ultimately a subsidiary of Sumitomo Mitsui Trust Holdings, Inc.
Nikko Asset Management Co., Ltd. (NAM)	Ultimately a subsidiary of Sumitomo Mitsui Trust Holdings, Inc.

7. Addresses

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

Name	Address
Nikko AM Limited (NAML)	Level 26, One International Towers Sydney, 100 Barangaroo Avenue, Barangaroo NSW 2000
Nikko Asset Management Co., Ltd (NAM)	Midtown Tower, 9-7-1 Akasaka, Minato-ku Tokyo 107-6242 Japan
Sumitomo Mitsui Trust Holdings, Inc. (SMTH)	1-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan

Signature

print name **Nathan Harris**

capacity **Head of Compliance, Nikko Asset
Management Australia**

sign here



date **19/11/2018**

Annexure A – Details of present registered holders

This is Annexure A of 1 page referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 19 November 2018



Nathan Harris, Head of Compliance, Nikko Asset Management Australia

Details of present registered holders

Holder of relevant interest	Registered holder of securities	Registration details	Person's votes
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 3> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 1,123,256
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 9> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 2,662,472
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 47> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 389,341
Nikko AM Limited	Tasman Asset Management Limited (TAML)	<account 56> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 521,997
Nikko AM Limited	Tasman Asset Management Limited (TAML)	<account 57> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 576,160
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 54> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Fully Paid Ordinary & 1,010,499
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 44> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 2,474,848
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 53> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Fully Paid Ordinary & 64,181
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 75> Citicorp Nominees Pty Limited Level 25, 2 Park Street SYDNEY NSW 2000	Fully Paid Ordinary & 966,090
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 88> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Fully Paid Ordinary & 573,989
Nikko AM Limited	Citicorp Nominees Pty Limited	<account 59> Citicorp Nominees Pty Limited Level 25, 2 Park Street SYDNEY NSW 2000	Fully Paid Ordinary & 395,458
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 9> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 837,710
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 87> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 462,384
Nikko AM Limited	Suncorp Custodian Services Pty Limited (SCUS)	<account 81> Suncorp Custodian Services Pty Limited (SCUS)	Fully Paid Ordinary & 127,717
Nikko AM Limited	National Australia Bank Limited (NAB Custodian Services)	<account 91> National Australia Bank Limited (NAB Custodian Services) Level 23, 255 George St, Sydney NSW 2000 Australia	Fully Paid Ordinary & 277,246
Nikko AM Limited	Citigroup	<account 92>	Fully Paid Ordinary & 1,449,311

Holder of relevant interest	Registered holder of securities	Registration details	Person's votes
		Citicorp Nominees Pty Limited Level 25, 2 Park Street SYDNEY NSW 2000	
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 94> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Fully Paid Ordinary & 322,080
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 98> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 275,487
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 99> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 366,348
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 100> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Fully Paid Ordinary & 114,361
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 101> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Fully Paid Ordinary & 55,756
Nikko AM Limited	HSBC Custody Nominees (Australia) Limited	<account 102> HSBC Custody Nominees (Australia) Limited Level 36, Tower 1, International Towers Sydney, 100 Barangaroo Avenue, Sydney NSW 2000	Fully Paid Ordinary & 785,254
Nikko AM Limited	BNP Paribas Security Services Pty Ltd	<account 103> BNP Paribas Security Services Pty Ltd 60 Castlereagh Street Sydney NSW 2000	Fully Paid Ordinary & 663,036
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 104> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Fully Paid Ordinary & 4,766,340
Nikko AM Limited	JP Morgan Nominees Australia Ltd	<account 105> JP Morgan Nominees Australia Ltd Level 26, Grosvenor Place, 225 George Street Sydney NSW 2000	Fully Paid Ordinary & 765,415
Nikko Asset Management Co., Ltd	Sumitomo Mitsui Trust Bank, Limited	<Trust of fund 1> 1-4-1 Marunouchi, Chiyoda-ku, Tokyo	Fully Paid Ordinary & 1,037,959
TOTAL UNITS			23,064,695

Annexure B – Consideration

This is Annexure B of 1 page referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 19 November 2018



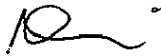
Nathan Harris, Head of Compliance, Nikko Asset Management Australia

Holder of relevant interest	Date of acquisition	Consideration	Number of securities
Nikko AM Limited	14 July 2018 to 14 November 2018	\$32,914,557	Fully Paid Ordinary & 13,398,241
Nikko Asset Management Co., Ltd	14 July 2018 to 14 November 2018	\$214,873	Fully Paid Ordinary & 104,749

Annexure C – Sumitomo subsidiaries

This is Annexure C of 1 page referred to in the Form 603 Notice of initial substantial holder

Signed by me and dated 19 November 2018



Nathan Harris, Head of Compliance, Nikko Asset Management Australia

Sumitomo Mitsui Trust Holdings Inc. Subsidiaries:

Sumitomo Mitsui Trust Bank, Limited

SBI Sumishin Net Bank, Ltd.

SBI Sumishin Net Bank Card Co., Ltd.

SBI Card Co., Ltd.

Sumitomo Mitsui Trust General Service Co., Ltd.

Sumitomo Mitsui Trust Career Partners Co., Ltd.

HR One Corporation

HR One Shanghai Co., Ltd.

Sumitomo Mitsui Trust Systems & Services Co., Ltd.

Sumitomo Mitsui Trust Guarantee Co., Ltd.

Sumishin Guaranty Company Limited

Sumitomo Mitsui Trust Wealth Partners Co., Ltd.

Sumitomo Mitsui Trust Card Co., Ltd.

Sumitomo Mitsui Trust Club Co., Ltd.

Sumitomo Mitsui Trust Business Service Co., Ltd.

Sumitomo Mitsui Trust Loan & Finance Co., Ltd.

Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.

Japan Machinery Leasing and Sales Co., Ltd.

Sumitomo Mitsui Trust Leasing (SINGAPORE) Pte.Ltd.

FA Leasing Ltd. Co., Ltd.

Sumishin Life Card Company, Limited

Enex Asset Management Co., Ltd.

Zijin Trust Co., Ltd

Nanjing Zijin Financial Leasing Co., Ltd.

Marubeni SumIT Rail Transport Inc.

Midwest Rail Corporation

Sumitomo Mitsui Trust Bank(Thai) Public Company Limited

BIDV-SuMi TRUST Leasing Co.,Ltd.

Sumitomo Mitsui Trust Investment Co., Ltd.

Sumitomo Mitsui Trust(Hong Kong) Limited

Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.

Tokyo Securities Transfer Agent Co.,Ltd.

Japan Securities Agents, Ltd.

Sumitomo Mitsui Trust TA Solution, Ltd.

Japan Stockholders Data Service Company, Limited

Sumitomo Mitsui Trust Research Institute Co., Ltd.

Sumitomo Mitsui Trust Realty Co., Ltd.

Mitsui & Co., Logistics Partners Ltd.

Sumitomo Mitsui Trust Asset Management Co., Ltd.

Nikko Asset Management Co., Ltd.

Nippon Institutional Securities Establishment(Preparation)Co., Ltd.

Nikko Asset Management Americas, Inc.

Nikko Asset Management Asia Limited

Nikko Asset Management Australia Limited

Nikko Asset Management Europe Ltd

Nikko AM Limited

Nikko Asset Management International Limited

AIIMAN Asset Management Sdn.Bhd.

Nikko Asset Management New Zealand Limited

Nikko AM Americas Holding Co., Inc.

Nikko AM Global Holdings Limited

Nikko Asset Management Hong Kong Limited

Nikko AM Global Cayman Limited

Nikko AM (Cayman) Ltd

Nikko Asset Management Luxembourg S.A.
NAMA Investment Partneres,Inc.
Nikko AM Equities Australia Pty Limited
Affin Hwang Asset Management Berhad
AccelVantage Academy Sdn.Bhd.
Rongtong Fund Management Co., Ltd
Shen Zhen Rongtong Capital Management Co., Ltd.
Rongtong Global Investment Limited
Affin Capital Services Berhad
Nikko AM Japan Property Fund I Pte. Ltd.
Sky Ocean Asset Management Co,Ltd.
JP Asset Management Co.,Ltd.
Sumitomo Mitsui Trust International Limited
NS Holdings LLP
NS Asset Management LLP
Japan Trustee Services Bank, Ltd.
Sumitomo Mitsui Trust Bank (Luxembourg)S.A.
Sumitomo Mitsui Trust Bank (U.S.A.) Limited
Sumitomo Mitsui Trust (Ireland) Limited
SMT Fund Services (Ireland) Limited
SMT Trustees (Ireland) Limited
G.A.S. (Cayman) Limited
Sumitomo Mitsui Trust (UK) Limited
Japan Pension Operation Service, Ltd.
OIF(PANAMA) S.A.
SILVER SAIL (PANAMA) S.A.