



G8 Education^{ltd}

G8 Education Limited

ACN 123 828 553

Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting of G8 Education Limited (**Company**) will be held on **6 December 2012** at **11.00 am (Brisbane time)** at The Southport Yacht Club, Macarthur Parade, Main Beach Gold Coast, Queensland.

SPECIAL BUSINESS

Resolution 1: Ratification of share issue

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, members ratify and approve the previous issue of 30,790,000 shares issued through a placement on 26 September 2012 to raise \$35,400,000.”

OTHER BUSINESS

To transact all other business which may be brought forward in accordance with the Constitution.

By order of the Board of Directors

Christopher Sacre
Company Secretary

4 October 2012

Entitlement to vote

The Directors have determined that, for the purpose of voting at the Meeting, shares in the Company will be taken to be held by the Shareholders on 4 December 2012 at 11:00 am (Brisbane time).

PROXIES

In accordance with Section 249L of the *Corporations Act 2001*, 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.
- A corporation may elect to appoint a representative rather than a proxy, in accordance with the *Corporations Act*. In this case, the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company prior to the meeting.

The instrument appointing the proxy must be received by the Company at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

Registered Office	G8 Education Limited Suite 27, Pegasus Centre 42 - 46 Bundall Road BUNDALL QLD 4217	Postal Address	G8 Education Limited P.O. Box 7092 G.C.M.C. QLD 9726
Facsimile Number	(07) 5581 5311		

VOTING EXCLUSION STATEMENT

Voting exclusion on Resolution 1

In accordance with the ASX Listing Rules, the Company will disregard any votes cast by any party who participated in the issue and any of their associates in respect of Resolution 1.

However the Company need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

G8 Education Limited ABN 95 123 828 553

SPECIAL BUSINESS

1. Resolution 1: Ratification of share issue

On 24 September 2012, the Company announced that it had contracted to acquire 16 premium childcare and education centres located in Victoria and Queensland from a number of different vendors. A copy of this announcement is attached as Annexure A to this Notice of Meeting.

At the time of that announcement, business acquisition contracts had been executed, conditional upon licensing approvals and finance. Settlement is anticipated to occur before the end of November 2012.

The total purchase price of the centres is \$28 million, payable at settlement, which represents 4 times anticipated EBIT for the 12 months post settlement.

The acquisitions will result in the expansion of the Company as a leading child care provider and educator.

On 26 September 2012, the Company undertook a placement of 30.79 million shares with sophisticated and institutional investors at \$1.15 per share to raise \$35.4 million for the primary purposes of funding the above acquisitions.

The Company seeks member approval and ratification of that share issue:

Allottee:	Sophisticated and institutional investors	
Number of shares issued:	30.79 million ordinary shares	
Price at which the shares were issued:	\$1.15 per share	
Terms of the Shares:	The shares rank equally in all respects with the existing ordinary shares on issue	
The use of the funds raised:	Acquisition of 16 childcare and education centres located in Victoria and Queensland from a number of different vendors	\$28.0 million
	Working capital	\$7.4 million
	Total	\$35.4 million
Voting exclusion statement:	The Company will disregard any votes cast by any party who participated in the issue and any of their associates in respect of Resolution 1.	

The directors recommend you vote in favour of this resolution.