

ASX Announcement

G8 Education Limited
(ASX:GEM)



17 September 2015

Lodgement of third supplementary Bidder's Statement – Scrip Offer

In accordance with section 647(1) of the Corporations Act 2001 (Cth), G8 Education Limited ACN 123 828 553 (**G8 Education**) encloses a copy of its third supplementary bidder's statement dated 17 September 2015 (**Third Supplementary Bidder's Statement**) in relation to G8 Education's off-market bid for all of the ordinary shares in Affinity Education Group Limited ACN 163 864 195 (**Affinity Education**) which it does not already own (**Scrip Offer**).

The Third Supplementary Bidder's Statement supplements G8 Education's original bidder's statement in relation to the Scrip Offer which was lodged with the Australian Securities and Investments Commission (**ASIC**) on 30 July 2015 as supplemented by the first supplementary bidder's statement lodged with ASIC and dated 3 August 2015 and second supplementary bidder's statement lodged with ASIC and dated 20 August 2015.

The Third Supplementary Bidder's Statement has been lodged with ASIC and has been served on Affinity Education today.

ENDS

Chris Scott

Managing Director

Third Supplementary Bidder's Statement – Scrip Offer

Introduction

This document is the third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) to the bidder's statement dated 30 July 2015 as supplemented by the first supplementary bidder's statement dated 3 August 2015 and second supplementary bidder's statement dated 20 August 2015 (**Bidder's Statement**) issued by G8 Education Limited ACN 123 828 553 (**G8 Education**) in relation to G8 Education's off-market takeover bid for all of the ordinary shares in Affinity Education Limited ACN 163 864 195 (**Affinity Education**).

The Third Supplementary Bidder's Statement is given pursuant to Division 4 of Part 6.5 of the *Corporations Act 2001* (Cth) (**Corporations Act**) in compliance with the requirements of section 643 Corporations Act.

The Third Supplementary Bidder's Statement supplements and is to be read together with the Bidder's Statement. This document prevails in the event of any inconsistency with the Bidder's Statement.

Important notices

A copy of the Third Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission (**ASIC**) on 17 September 2015. Neither ASIC nor any of its officers take any responsibility for the consents of the Third Supplementary Bidder's Statement.

Defined terms

Unless the context otherwise requires, capitalised terms in the Third Supplementary Bidder's Statement have the same meaning given to them in section 13 of the Bidder's Statement. The rules of interpretation set out in section 13.2 of the Bidder's Statement also apply to the Third Supplementary Bidder's Statement, unless the context otherwise requires.

G8 intends to vote in favour of the Scheme and not extend the Scrip Offer

Affinity Education announced on 15 September 2015 that it has entered into a Scheme Implementation Deed in relation to a revised proposal of \$0.92 cash per share from Anchorage Childcare Pty Limited (**Anchorage**).

Under the Scheme Implementation Deed, Affinity Education has agreed to implement a scheme of arrangement (**Scheme**), under which Anchorage will acquire all of the issued ordinary shares in Affinity Education and Affinity Education shareholders will receive \$0.92 cash for each Affinity Education share they hold (**Scheme Consideration**).

Affinity Education's obligations to proceed with the scheme are conditional upon Anchorage announcing to ASX by no later than 10:00am (Sydney time) on 21 September 2015 that it has sufficiently detailed binding commitments in place to fund its obligations to pay the Scheme Consideration, which are conditional only upon certain procedural or mechanical matters (**Financing Condition**).

G8 Education has entered into a voting deed (**Voting Deed**) with Affinity Education, under which G8 Education has agreed, subject to the satisfaction of the Financing Condition:

- to not extend the Scrip Offer so that the Scrip Offer will close on 28 September 2015; and
- to irrevocably appoint, for no consideration, the chair of Affinity Education as G8 Education's proxy to vote 33,560,488 Affinity Education shares held by G8 Education (**Relevant Affinity Education Shares**), which represent approximately 14.5% of Affinity Education's issued ordinary share capital, in favour of the Scheme.

This proxy may only be revoked if:

- the meeting of Affinity Education shareholders to consider and vote on the Scheme is not held before 14 January 2016;
- the Affinity Education Board fails to recommend, or withdraws its recommendation, that Affinity Education shareholders vote in favour of the Scheme in the absence of a superior proposal; or
- a superior proposal is announced by a party other than Anchorage and is recommended by the Affinity Education Board.

G8 Education has also announced an intention to vote all of the other Affinity Education shares it holds (in addition to the Relevant Affinity Education Shares) in favour of the Scheme, subject to none of the events referred to above occurring before the scheme meeting.

G8 Education's Scrip Offer, remains open and will close on 28 September 2015 (assuming the Financing Condition is satisfied). Affinity Education shareholders who accept the Scrip Offer in respect of their Affinity Education shares, will not be entitled to vote on the Scheme or receive the Scheme Consideration for those shares (assuming the Scheme is approved and implemented).

Approval of the Third Supplementary Bidder's Statement

The Third Supplementary Bidder's Statement has been approved by a unanimous resolution of the directors of G8 Education.

This Third Supplementary Bidder's Statement is dated 17 September 2015, which is the date it was lodged with ASIC.



Jenny Hutson
Chairperson
G8 Education Limited