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Investing in the future
of childcare.



G8 Education^{ltd}

Annual General Meeting

G8 Education Limited (ASX:GEM)

25 May 2016



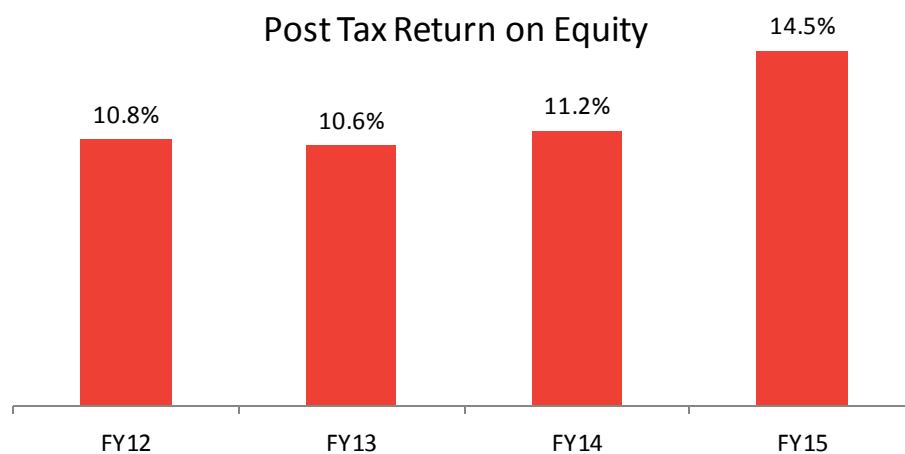
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CHAIRMAN'S ADDRESS

Corporate Snapshot

Key Financial Highlights	CY15
Underlying EBIT	\$145.4m
Like For Like Centre Organic EBIT Growth	\$8.3m
Underlying EBITDA / Net Interest Paid	8.0x
Underlying EBITDA to Net Debt	2.1x
Post Tax Return on Equity	14.5%
Cash Conversion from Underlying EBITDA	99%
Underlying Earnings per Share Growth	29%

Capital Structure	
Fully Paid Ordinary Shares (current)	376.9m
Share Price (as at 24 May 2016)	\$3.84
Market Capitalisation (as at 3 Feb 2016)	\$1.45bn
Cash (as at 31 Dec 15)	\$194m
Senior Secured Debt - Undrawn (as at 31 Dec 15)	\$50m
Senior A\$ Unsecured Notes	\$120m
Senior S\$ Unsecured Notes	\$260m
Senior SGD Unsecured Notes - Redeemed 29/02/16	\$155m



Substantial Shareholder	Shares	% Holding
Challenger Limited	26.3m	7.0%
UBS Group AG	22.4m	6.0%



Mission Statement

G8's key strategic objective is to be the leading provider of high quality, developmental and education childcare services in both Australia and Singapore.

By building and operating a portfolio of outstanding early childhood education brands, focusing on the importance of early childhood education and by making good centres great centres by delivering outstanding early childhood education management the Group's objectives are achieved.

Pillars for growth and sustainability

Quality Education & Care

To nurture and develop the minds, social skills and confidence of children in a safe and stimulating environment

Employees

To commit to employee development and a rewarding culture which will ensure an engaged and driven workforce

Community

To be responsive to local families and deliver upon community expectations

Profitability

To grow and derive value for shareholders through innovative services, systems and management

Quality Education & Care

- G8 believes that continually investing in its facilities provides the tools for its educators to continue to deliver exceptional care and education for the thousands of children that attend G8's childcare and education centres

Employees

- G8 is committed to maintaining a positive workplace culture and is focused on becoming an employer of choice through offering a number of workplace benefits for over 10,000 employees

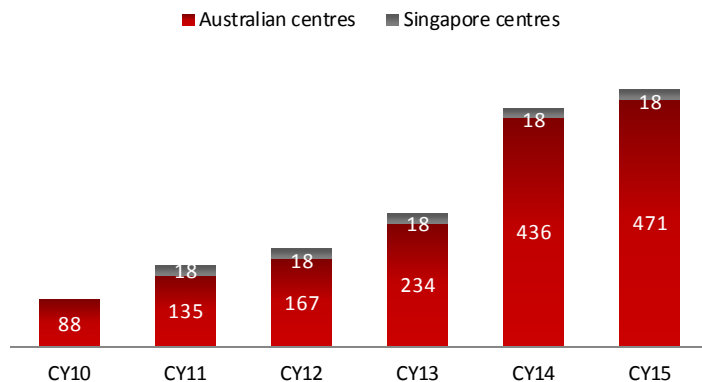
Community

- G8 now operates under 24 brands in Australia and Singapore. Community engagement on every level is an essential component of our strategy and a key point of difference for the group



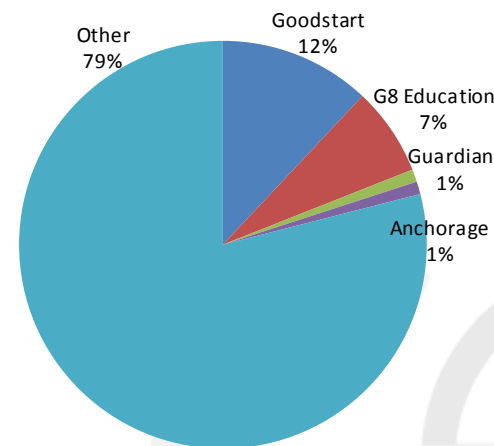
Group Centre Portfolio

Centre Portfolio



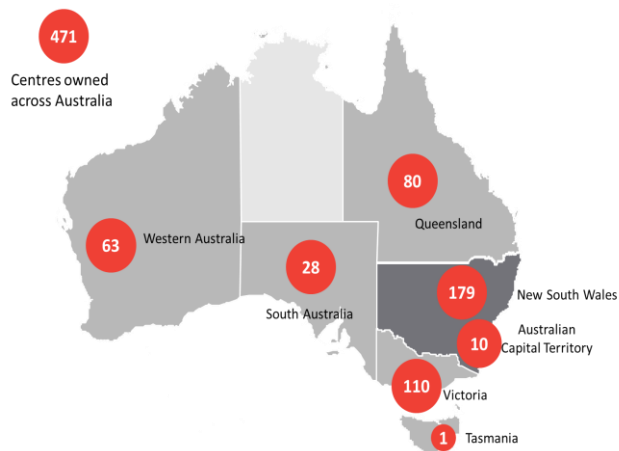
- The Group added **44** new centres and **13,697** licensed places in 2015
- Disciplined consolidation in high demand areas continues to be our focus
- As at 31 Dec 2015 the Group owned 471 centres in Australia and 18 centres in Singapore with a total of **35,221** licensed places

Figure 1: Child care services in Australia - market share



Source: Company Data; Q8710 - Child Care Services in Australia, Feb, 2014, IBIS World Pty Ltd

Australia Childcare Centres



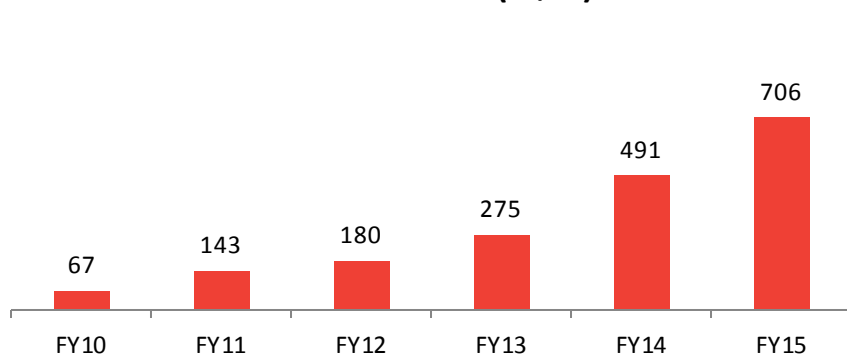
Source: Company Information

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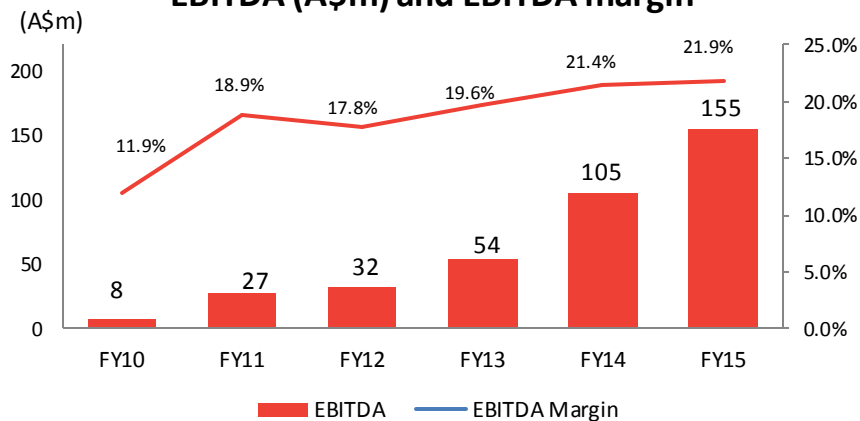
Track Record of Financial Performance

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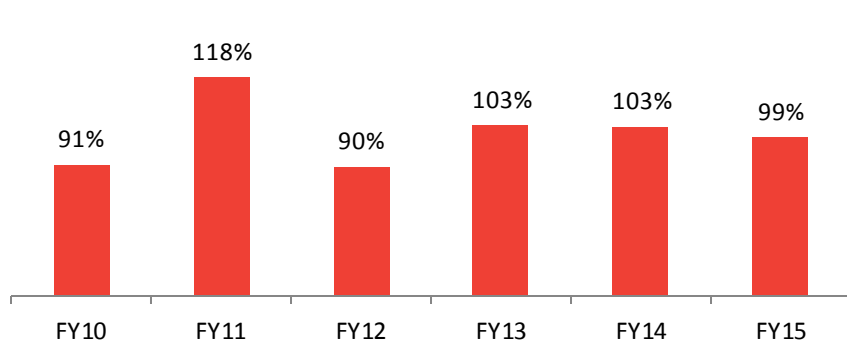
Total Revenue (A\$m)



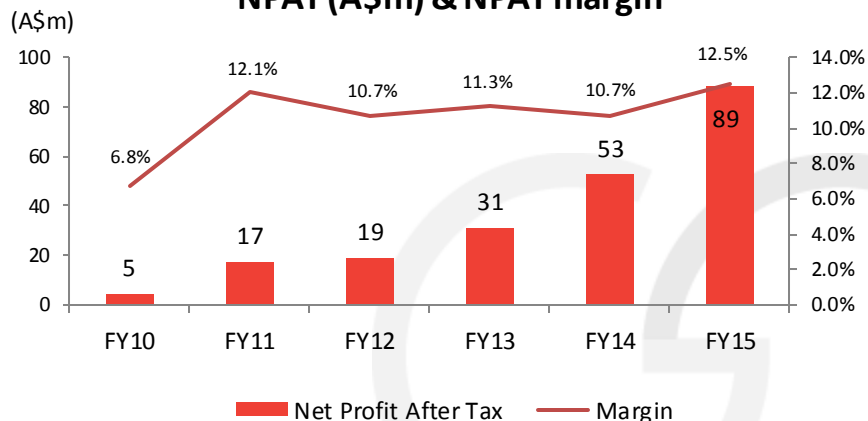
EBITDA (A\$m) and EBITDA margin



Historical Cash Conversion⁽¹⁾



NPAT (A\$m) & NPAT margin



⁽¹⁾ Note: Cash conversion = Operating Cashflow plus net interest paid and tax paid divided by Underlying EBITDA.

Key appointments since 31 December 2015

- Chief Financial Officer – **Gary Carroll** who will join us from Super Retail Group where he was part of the executive leadership team for ten years and Chief Financial Officer for six years
- Non executive Director – **David Foster** who joined us after a long and successful career in financial services where his most recent position was as Chief Executive Officer of Suncorp Bank
- Company Secretary – **Maria Forgione** is a senior lawyer with a wealth of experience in legal, compliance and governance with a background in the health and general insurance industry



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ORDINARY BUSINESS

Financial Statements and Reports



G8 Education^{ltd}

To receive and consider the Company's Financial Report, the Directors' Report and the Auditor's Report for the period ended 31 December 2015.

There is no vote on this item of business.





Results of Proxy Votes

	Votes For	Votes Against	Chairman Discretion	Others Proxies Discretion	Votes Abstain
Resolution 1 - Re-election of Mr Mark Graham Johnson	197,602,665	71,561	3,215,475	414,614	63,446
Resolution 2 - Re-election of Ms Susan Margaret Forrester	195,055,862	2,606,900	3,215,475	414,614	74,910
Resolution 3 - Re-election of Mr David Andrew Foster	197,579,558	88,185	3,215,475	414,614	69,929
Resolution 4 - Appointment of Auditor	197,554,025	104,543	3,226,125	414,614	66,454
Resolution 5 - Remuneration Report	193,011,709	1,306,355	0	410,406	3,385,685

Note: Votes relating to a Shareholder who abstains from voting on an item are not counted in determining whether or not the required majority of votes were cast for or against that Resolution.

Resolution 1– Re-election of a Director Mark Graham Johnson

Votes For	197,602,665
Votes Against	71,561
Open Proxies held by the Chairman (to be voted at Chairman’s Discretion)	3,215,475
Open Proxies held by other Proxy-holders (to be voted at that Proxy holder’s discretion)	414,614
Votes Abstain	63,446



Resolution 1– Re-election of a Director Mark Graham Johnson

The Company seeks members' consideration and if thought fit passage of the following resolution as an ordinary resolution:

'That Mr Mark Graham Johnson, having been appointed on 1 January 2016 as a Director (and Chairman of the board of Directors) in accordance with Article 46(b) of the Company's Constitution, and retiring in accordance with Listing Rule 14.4 and Article 47(d) of the Company's Constitution and being eligible for re-election, be re-elected as a Director of the Company.'

Mr Johnson's background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.



Resolution 2 – Re-election of a Director Susan Margaret Forrester

Votes For	195,055,862
Votes Against	2,606,900
Open Proxies held by the Chairman (to be voted at Chairman’s Discretion)	3,215,475
Open Proxies held by other Proxy-holders (to be voted at that Proxy-holder’s discretion)	414,614
Votes Abstain	74,910



Resolution 2 – Re-election of a Director Susan Margaret Forrester

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

‘That Ms Susan Margaret Forrester, who retires in accordance with Article 47(b) of the Company’s Constitution and Listing Rule 14.5 (as qualified by Article 47(d)) and, being eligible for re-election, be elected as a Director of the Company.’

Ms Forrester’s background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.



Resolution 3 – Re-election of a Director David Andrew Foster

Votes For	197,579,558
Votes Against	88,185
Open Proxies held by the Chairman (to be voted at Chairman’s Discretion)	3,215,475
Open Proxies held by other Proxy-holders (to be voted at that Proxy-holder’s discretion)	414,614
Votes Abstain	69,929



Resolution 3 – Re-election of a Director David Andrew Foster

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

‘That Mr David Andrew Foster, having been appointed from 1 February 2016 as a Director in accordance with Article 46(b) of the Company’s Constitution, and retiring in accordance with Listing Rule 14.4 and Article 47(d) of the Company’s Constitution, and being eligible for re-election, be elected as a Director of the Company.’

Mr Foster’s background, qualifications and experience appear in the explanatory note to the Notice of Annual General Meeting.



Resolution 4 – Approval of Appointment of auditor

Votes For	197,554,25
Votes Against	104,543
Open Proxies held by the Chairman (to be voted at Chairman's Discretion)	3,226,125
Open Proxies held by other Proxy-holders (to be voted at that Proxy holder's discretion	414,614
Votes Abstain	66,454



Resolution 4 – Approval of Appointment of auditor

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

‘Provided that the Australian Securities and Investments Commission has provided its consent for the current auditor to resign as auditor of the Company as at the date of the Meeting, to appoint Ernst and Young having consented in writing and been duly nominated in accordance with Section 328(1) of the Corporations Act 2001, as Auditor of the Company.’



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Resolution 5 – Remuneration Report

Votes For	193,011,709
Votes Against	1,306,355
Open Proxies held by the Chairman (to be voted at Chairman’s Discretion)	0
Open Proxies held by other Proxy-holders (to be voted at that Proxy-holder’s discretion	410,406
Votes Abstain	3,385,685



Resolution 5 – Remuneration Report

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

‘That the section of the report of the Directors contained in the 2015 Annual Report dealing with the remuneration of the Company’s Directors and Senior Executives (Remuneration Report) be adopted.’

Please note that the vote on this Resolution is advisory only, and does not bind the Directors or the Company.

An explanatory note and voting exclusions appear in the Notice of Annual General Meeting.



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