

ASX Announcement

G8 Education Limited
(ASX:GEM)



27 March 2026

The Manager
Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir / Madam

In accordance with Listing Rule 3.17, I attach a copy of the following documents:

1. Letter to Shareholders regarding arrangements for the GEM 2026 Annual General Meeting as despatched to Shareholders in lieu of the Notice of Meeting;
2. 2026 Notice of Meeting;
3. 2026 Proxy Form; and
4. 2026 Online Meeting Guide.

Yours sincerely

Josie King
Company Secretary

For further information, contact:

Investors	Media
G8 Education Investor Relations 07 5581 5300 investor.relations@g8education.edu.au	G8 Education Media 07 5581 5300 media@g8education.edu.au

Authorised for release by G8 Education Limited's Board of Directors.

For personal use only

Notice is given that the Annual General Meeting of G8 Education Limited (ASX:GEM, the **Company**) is to be hosted as a hybrid meeting (both virtually and in person) as follows:

Date: Wednesday, 29 April 2026
Time: 12.00pm (AEST)
Venue: Online at <https://meetings.openbriefing.com/GEM26>
In person at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000

Dear Shareholder

Notice of Meeting

The full 2026 Annual General Meeting Notice of Meeting which sets out the Agenda (including details of all resolutions being put to the meeting), important Voting Information and an Explanatory Memorandum can be found at <https://g8education.edu.au/agm2026>.

The Company's 2025 Annual Report is available at <https://g8education.edu.au/investor-information/annual-reports/>.

Meeting Format

The Company will deliver its 2026 Annual General Meeting (**Meeting**) as a hybrid meeting, comprising a virtual meeting as well as an in-person meeting.

The Company is pleased to provide shareholders with the opportunity to attend and participate in the Meeting either in person or through the MUFG Corporate Markets virtual meeting platform, which allows shareholders attending virtually to watch and listen to the Meeting, to ask questions in relation to the business of the Meeting (both orally and by submitting written questions using the online facility) and to vote online in real time during the Meeting. Instructions for attending are below.

Attendance via online platform

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

1. Enter <https://meetings.openbriefing.com/GEM26> into a web browser on your computer or online device. Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Proxy Form.
2. Proxyholders will need their proxy code which MUFG Corporate Markets will provide via email prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and in the Online Platform Guide which is available at <https://g8education.edu.au/agm2026>.

Attendance in person

The Meeting will also be held in person at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000.

Please refer to the full Notice of Meeting for further important information.

Proxy Lodgements

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy form (enclosed), to be submitted to G8 Education's share registry by 12.00pm (AEST) Monday, 27 April 2026 online or by post.

Yours sincerely



Debra Singh
Chair



G8 Education^{ltd}

G8 Education Limited ACN 123 828 553

For personal use only



2026 AGM NOTICE OF MEETING

Notice of Annual General Meeting

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Time: 12.00pm (AEST)
Venue: Online at <https://meetings.openbriefing.com/GEM26> and
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The Company is pleased to provide Shareholders with the opportunity to attend and participate in the Meeting either in person or through the MUFG Corporate Markets virtual meeting platform, which allows Shareholders attending virtually to watch and listen to the Meeting, to ask questions in relation to the business of the Meeting both orally and by submitting written questions using the online facility and to vote online in real time during the Meeting.

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2. Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) printed at the top of the Proxy Form; and
3. Proxyholders will need their proxy code which MUFG Corporate Markets will provide via email prior to the Meeting.

Further information on how to participate virtually is set out in this Notice and in the Online Platform Guide which is available at <https://g8education.edu.au/agm2026>.

If you wish to ask a question or make a comment orally rather than via the online AGM platform, a questions and comments phone line will be available during the AGM. To utilise the questions and comments line, please call MUFG Corporate Markets on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by 12.00pm (AEST) on Monday, 27 April 2026, to register your participation and obtain the required access code. For guidance on how to connect to the meeting via phone on AGM day, please refer to the Online Platform Guide.

Attendance in person

The Meeting will also be held in person at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000.

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Agenda

Items of Business

The items of business below should be read in conjunction with the Explanatory Statement on pages 4 to 8. The Explanatory Statement forms part of this Notice of Meeting.

The Chair will call for a poll on all proposed resolutions.

Financial Statements and Reports

To receive and consider the Company's annual financial report, Directors' report and auditors' report for the financial year ended 31 December 2025.

Note: No resolution is required on this item of business.

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding** ordinary resolution in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report for the year ended 31 December 2025 be adopted."

Voting Exclusion

A voting exclusion applies to this resolution (see 'Voting Exclusions' in the Voting Information section).

Note: This resolution is advisory only and does not bind the Company. The Directors will consider the outcome of the vote and feedback from Shareholders at the Meeting when considering the Company's remuneration policies.

Resolution 2: Re-election of a Director – Professor Julie Cogin

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

"That Professor Julie Cogin who, having been re-elected on 20 April 2023 as a Director in accordance with the Company's constitution, retires as a Director of the Company and being eligible offers herself for re-election as a Director of the Company, be elected as a Director of the Company."

No Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Professor Julie Cogin and her associates will abstain from voting on the resolution relating to her re-election (except as a proxy for another person who is entitled to vote).

Resolution 3: Re-election of a Director – Mr Peter Trimble

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

"That Mr Peter Trimble who, having been re-elected on 20 April 2023 as a Director in accordance with the Company's constitution, retires as a Director of the Company and being eligible offers himself for re-election as a Director of the Company, be elected as a Director of the Company."

No Voting Exclusion

The candidate may validly cast a vote in respect of the resolution to elect them as a Director. In the interests of good corporate governance, Mr Peter Trimble and his associates will abstain from voting on the resolution relating to his re-election (except as a proxy for another person who is entitled to vote).

Resolution 4: G8 Education Executive Incentive Plan (GEIP) Approval

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

"That, for the purposes of Listing Rule 7.1 and in accordance with Listing Rule 7.2 (Exception 13) and for all other purposes, the G8 Education Executive Incentive Plan (**GEIP**) as described in section 2.5 of the Explanatory Statement be approved for the issue of securities under the GEIP."

Short explanation

The G8 Education Executive Incentive Plan (**GEIP**) was previously approved for a period of three years at the 2023 Annual General Meeting. The Company has reviewed the GEIP and seeks Shareholder approval for all purposes under the Corporations Act and the Listing Rules, including Listing Rule 7.1 and 7.2 (Exception 13), so that securities issued in accordance with the GEIP will be excluded from the calculation of the maximum number of new securities that can be issued by the Company in any 12 month period (which, under the Listing Rules, is currently limited to 15% of securities previously on issue) for a period of three years from the date of such Shareholder approval. The Board advises that it has determined not to propose a resolution regarding a grant of performance rights to the CEO and Managing Director for this year's AGM.

Please refer to section 2.5 of the Explanatory Statement for further information.

Voting Exclusion

A voting exclusion applies to this resolution (see 'Voting Exclusions' in the Voting Information section)

Detailed explanations of the background and reasons for the proposed resolutions are set out in the Explanatory Statement.

BY ORDER OF THE BOARD OF DIRECTORS

Debra Singh
Chair

27 March 2026

Voting Information

Entitlement to vote

The Board has determined that the registered holders of fully paid Shares on **Monday, 27 April 2026 at 7pm (AEST)** will be taken to be Shareholders for the purposes of the Meeting and accordingly, will be entitled to attend and vote at the Meeting.

How to vote

A Shareholder who is entitled to attend and vote at the Meeting may do so:

- using the online platform;
- by proxy;
- by corporate representative (if the Shareholder is a corporation); or
- by attorney.

Voting using the online platform

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://meetings.openbriefing.com/GEM26> into a web browser on your computer or online device;
- Shareholders will need their SRN or HIN (printed at the top of the Proxy Form); and
- Proxyholders will need their proxy code which MUFG Corporate Markets will provide via email prior to the Meeting.

Online voting will be open between 30 minutes before the commencement of the Meeting at 12.00pm (AEST) on Wednesday, 29 April 2026 and the time that is five minutes after the Chair closes the Meeting.

More information about online participation in the Meetings (including asking questions via the virtual platform) is available in the Online Platform Guide at <https://g8education.edu.au/agm2026>.

Voting in person

A Shareholder who is entitled to attend and vote at the Meeting may vote in person by attending the Meeting on Wednesday, 29 April 2026 at 12.00pm (AEST) at Allens, Level 26, 480 Queen Street, Brisbane QLD 4000.

Voting by proxy

In accordance with section 249L of the Corporations Act, 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 which was posted to you.

Properly completed and executed Proxy Forms must be received by the Company's registry at the address specified below at least 48 hours before the time notified for the Meeting.

Proxy forms can be lodged by mail, online, by hand or by facsimile:

Postal Address

MUFG Corporate Markets (AU) Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Facsimile (02) 9287 0309

Website au.investorcentre.mpms.mufg.com

Undirected proxies

The Chair of the Meeting intends to vote undirected proxy votes **in favour** of Resolutions 1 to 4 (subject to the voting exclusions below).

Voting by corporate representative

A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. Evidence of the representative's appointment must be received by the Company's registry at the address specified above at least 48 hours before the time notified for the Meeting.

Voting by attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney need not themselves be a Shareholder.

The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one.

To be effective, the power of attorney must also be returned in the same manner, and by the same time, as specified for Proxy Forms.

Voting exclusions

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast by or on behalf of certain persons, on three of the Resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolution 1: Remuneration Report

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 1:

- by or on behalf of any Key Management Personnel whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by any person who is a member of Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on Resolution 1:
 - in accordance with a direction in the proxy appointment; or
 - by the Chair of the Meeting in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

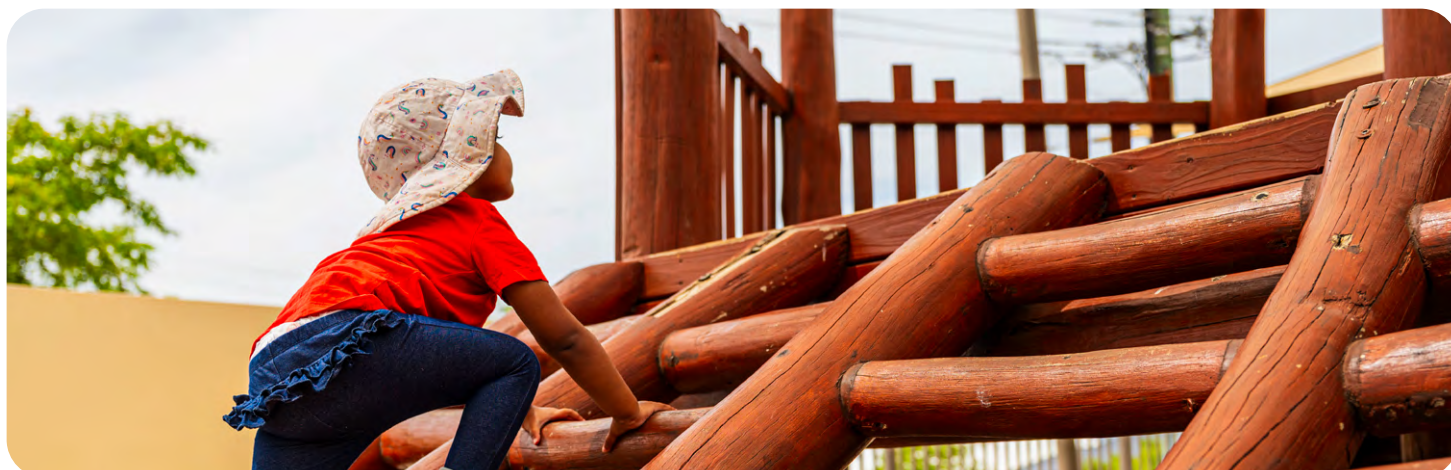
Resolution 4: G8 Education Executive Incentive Plan (GEIP) Approval

Votes may not be cast, and the Company will disregard any votes cast, on Resolution 4:

- by or on behalf of any person who is eligible to participate in the GEIP (being any full-time or permanent part-time executive or officer, or executive director), or any of their respective associates, regardless of the capacity in which the votes are cast; or
- by any person who is a Key Management Personnel as at the time the resolution is voted on at the Meeting, or any of their Closely Related Parties, as a proxy.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



Explanatory statement

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice of Meeting.

1.1 Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

1.2 Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

1.3 Glossary

Certain terms and abbreviations used in the Explanatory Statement and the Notice of Meeting have defined meanings, which are set out in the Glossary of this Explanatory Statement.

1.4 Resolutions are not interdependent

The Resolutions are not interdependent. In the event that one or more of the Resolutions are not approved by Shareholders, the voting outcome of the balance of the Resolutions will not be affected.

2. Items of Business

2.1 Financial Statements and Reports

- a. The Corporations Act requires the Company's annual financial report, Directors' report and the auditor's report for the most recent financial year (namely the period ended 31 December 2025) to be tabled at the Meeting. In addition, the Company's constitution provides for such reports and statements to be received and considered at the Meeting.
- b. Apart from the matters involving remuneration of Directors which are required to be voted upon, neither the Corporations Act, nor the Company's constitution requires a vote of Shareholders at the Meeting on such reports. However, members are given the opportunity to raise questions with respect to these reports and statements at the Meeting.
- c. The Company's financial report, Directors' report and auditor's report may be found in the Company's 2025 Annual Report, which has previously been sent to Shareholders and which is also available on the Company's website at www.g8education.edu.au.
- d. Shareholders may submit a written question to the auditor no less than 5 business days prior to the Meeting which relates to the content of the auditor's report or the conduct of the audit in relation to the financial report to be considered at the meeting.
- e. The auditor will be attending the Meeting and will answer written questions received by the deadline specified above.

2.2 Resolution 1 – Remuneration Report

a. Summary

- i. Section 250R of the Corporations Act requires that the Remuneration Report be put to the Shareholders for adoption by way of a non-binding vote.
- ii. The vote of the Shareholders is advisory only and does not bind the Directors or the Company.
- iii. The Remuneration Report may be found in the Company's 2025 Annual Report which Shareholders received via mail or which Shareholders can access from the Company's website at www.g8education.edu.au.
- iv. Following consideration of the Remuneration Report, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

2.3 Resolution 2 – Re-election of a Director – Professor Julie Cogin

a. Background

- i. Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.
- ii. Both Listing Rule 14.4 and Article 47(a) of the Company's constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. A director may retire and offer themselves for re-election prior to the expiry of that period.
- iii. Under Article 47(c) of the Company's constitution, a director who retires under Article 47(a) or 47(b) of the Company's constitution is eligible for re-election.
- iv. Professor Julie Cogin was last elected as a Director of the Company on 20 April 2023.
- v. Professor Julie Cogin will retire at the Meeting under Article 47(b) of the Company's constitution and being eligible for re-election, offers herself for re-election as a Director of the Company.



b. Summary of Experience

A summary of Professor Julie Cogin's experience and qualifications appears below.

Professor Julie Cogin has over 30 years' experience working in highly regulated education environments in Australia and overseas. In addition to her Non Executive Director responsibilities, she is currently the Provost at the Australian Catholic University (ACU), ranked among the top 2% of universities globally. In this role, she has executive responsibility for education and research performance, the student experience, financial outcomes and the University's international operations. As ACU's Chief Academic Officer, Professor Cogin is accountable for the quality, standards and integrity of all academic staff and education programs.

Professor Cogin previously served as Deputy Vice Chancellor and Vice President of RMIT University, Australia's largest multisector university, with accountability for financial, legal, people and student experience outcomes across operations in Australia, Vietnam, Singapore and China. Her earlier leadership roles include Dean and Head of UQ Business School at the University of Queensland and Director of the Australian Graduate School of Management at UNSW. She has also Chaired the boards of two university owned education entities.

Professor Cogin is a recognised authority in strategy implementation, high performance workplaces, corporate culture and executive remuneration. She has authored books and numerous internationally cited academic publications and has delivered advisory and consulting engagements for major organisations across Australia, Asia and the United States. Professor Cogin has acted as an expert witness in multiple tribunals and courts across Australia.

In 2016, Professor Cogin was named as one of Australia's Women of Influence for her contribution to improving gender balance in leadership. She is a member of Chief Executive Women (CEW) and a Fellow of the Australian Institute of Company Directors (AICD).

Professor Cogin has a PhD in Organisational Psychology, Master's degrees in Law, Education and Human Resource Management, a Graduate Diploma in Cybersecurity and a Bachelor of Business. She is a graduate of Harvard University's Senior Leadership Program.

Professor Cogin was appointed to the Board on 1 September 2017. She has served as Chair of the People, Culture and Education Committee since 19 May 2021 and is a member of the Nomination Committee.

c. Board's Recommendation

The Board (with Professor Julie Cogin abstaining) unanimously recommends that Shareholders vote **in favour** of Professor Julie Cogin's re-election as a Director.

2.4 Resolution 3 – Re-election of a Director – Mr Peter Trimble

a. Background

- i. Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.
- ii. Both Listing Rule 14.4 and Article 47(a) of the Company's constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. A director may retire and offer themselves for re-election prior to the expiry of that period.
- iii. Under Article 47(c) of the Company's constitution, a director who retires under Article 47(a) or 47(b) of the Company's constitution is eligible for re-election.
- iv. Mr Peter Trimble was last elected as a Director of the Company on 20 April 2023.
- v. Mr Peter Trimble will retire at the Meeting under Article 47(b) of the Company's constitution and being eligible for re-election, offers himself for re-election as a Director of the Company.

b. Summary of Experience

A summary of Mr Peter Trimble's experience and qualifications appears below.

Peter Trimble is an experienced Non-Executive Director and finance executive of publicly listed companies having held roles at CSR Limited, Rinker Limited, ABC Learning Limited and Sugar Terminals Limited. These roles have crossed a diverse range of industries comprising education, construction materials, manufacturing, infrastructure and agriculture and includes 12 years of experience in the USA. Peter has an extensive background in child care operations, having joined ABC Learning in 2008 as Chief Financial Officer immediately prior to the group going into administration and being a critical part of the team that managed, restructured and prepared the child care business for sale to its current owners Goodstart Early Learning. Peter also has a background in governance, risk management, strategy and planning, mergers and acquisitions and business restructuring and improvement. Peter Trimble joined the Company's Board on 13 May 2020 and is Chair of the Audit and Risk Management Committee and a member of the Nomination Committee.

c. Board's Recommendation

The Board (with Mr Peter Trimble abstaining) unanimously recommends that Shareholders vote **in favour** of Mr Peter Trimble's re-election as a Director.

Explanatory statement

2.5 Resolution 4 – G8 Education Executive Incentive Plan (GEIP) Approval

a. Introduction

- i. The Company has reviewed and amended the GEIP that was approved by Shareholders at the 2023 Annual General Meeting. The revised GEIP is presented to Shareholders for approval at the Meeting.
- ii. Resolution 4 set out in the Notice of Meeting relates to the GEIP which is described in more detail below.

b. Background

- i. A summary of the key terms of the GEIP is set out below, and a copy of the terms of the GEIP is available upon request from the Company.
- ii. Shareholder approval of the GEIP is being sought for all purposes under the Corporations Act and the Listing Rules, including Listing Rules 7.1 and 7.2 (Exception 13), so that securities issued in accordance with the GEIP will be excluded from the calculation of the maximum number of new securities that can be issued by the Company in any 12 month period (which, under the Listing Rules, is currently limited to 15% of securities previously on issue) for a period of three years from the date of such Shareholder approval.
- iii. If Resolution 4 is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the GEIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue within a 12 month period under the Listing Rules.
- iv. The GEIP is an executive equity and cash rights plan developed to meet contemporary equity design standards and to provide the greatest possible flexibility in the design and offer choices available in respect of various new incentive schemes.
- v. The GEIP enables the Company to offer its executives a range of different interests. These interests or 'awards' include options, performance rights, service rights, deferred shares, exempt shares, cash rights and stock appreciation rights.
- vi. The type of interest that may be offered to executives will be determined by a number of factors, including:
 - A. the remuneration or incentive purpose of the award;
 - B. the tax jurisdiction that the participating executive lives and/or works in;
 - C. the laws governing equity and cash incentives where the participating executive lives and/or works; and
 - D. the logistics and compliance costs associated with offering equity incentives where the participating executive lives and/or works.
- vii. Whenever securities are first issued under the GEIP, they may be acquired and held by an Executive Share Scheme Trust (**ESST**). The ESST is governed by a trust deed (**ESS Trust Deed**) outlining the rules of the ESST and the responsibilities of the ESST's trustee, the Company and the participating executives. A copy of any ESS Trust Deed is available upon request from the Company.

c. Offers made under the GEIP

Since the GEIP was last approved by Shareholders at the 2023 Annual General Meeting, the Company has issued 4,332,193 Performance Rights in respect of the GEIP under Listing Rule 7.2 (Exception 13). Of those Performance Rights, nil have vested, and 1,627,608 have either lapsed or been cancelled, with the balance currently on foot. The Board has determined that it will not propose a resolution regarding a grant of performance rights to the CEO and Managing Director at this time. As outlined in the Remuneration Report within the Company's 2025 Annual Report, G8 Education's remuneration framework is designed to attract, retain and motivate Executive KMP, while aligning reward outcomes with business performance and long term value creation for Shareholders. Given the context, the Board has decided to review both the vesting outcomes for the performance rights issued under the 2023 LTIP and the broader 2026 incentive structure for KMP and Executives later this year. An update is expected to be provided with the release of the Company's half year results. Any future grant of performance rights to the CEO and Managing Director will be subject to Shareholder approval.

d. Non-executive Director participation

Non-executive Directors are excluded from participation in the GEIP.

e. Maximum number of securities proposed to be issued under the GEIP

The maximum number of equity securities proposed to be issued by the Company in respect of the GEIP over the next three years is up to 25 million. If Shareholder approval is not obtained, any securities granted under the GEIP will not be excluded from the Company's placement capacity.

f. Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4 set out in the Notice of Meeting.

g. Summary of GEIP Key Terms and Key Policy Settings

i. Eligibility

The Board has the discretion to determine which executives are eligible to participate in the GEIP. The definition of employee under the terms of the GEIP include any full-time or permanent part time executive or officer or executive Director (thereby excluding non-executive Directors) of the Company or any related body corporate of the Company.

ii. Vesting conditions

The vesting of any securities issued under the GEIP, excluding any securities issued under an exempt share award or stock appreciation right, if any, may be conditional on the satisfaction of certain conditions as determined by the Board and advised to executives in their individual personalised offer documents.



iii. **Exercise of securities**

Vested securities issued under the GEIP will not automatically trigger the exercise of the securities, but a participant will be entitled to exercise in accordance with the terms contained in their individual personalised offer documents.

iv. **Price**

Securities issued under the GEIP may be issued at no cost to the participants. Options, if offered, may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in their individual personalised offer documents.

v. **Lapse/forfeiture**

Securities issued under the GEIP will lapse or be forfeited on the earliest of:

- A. the occurrence of any Clawback (as defined in the Company's Malus and Clawback Policy, if any, in force from time to time);
- B. any expiry date applicable to the securities if any Vesting Conditions (as defined in the GEIP Plan Rules) have not been satisfied, or waived by the Board;
- C. any date which the Board determines that Vesting Conditions applicable to the securities are not met or cannot be met; and
- D. the participant dealing in respect of the securities in contravention of the GEIP,

as set out in the individual personalised offer documents.

vi. **Board may elect to settle in cash**

If the Board determines that it is not appropriate for tax, legal, regulatory or compliance reasons to issue or transfer Shares upon satisfaction of its obligations under the plan, the Company may make a cash payment to the participant in accordance with the terms of the plan for equivalent value.

vii. **Waiving the restricted period**

The Board may waive or shorten the restriction period applicable to securities issued under the GEIP to the participant in accordance with the terms of the GEIP.

viii. **Change of Control**

On the occurrence of a Change of Control of the Company (as defined in the terms of the GEIP), or if in the Board's opinion a Change of Control will occur, the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the GEIP shall be dealt with.

ix. **Cessation of employment**

Under the individual personalised offer documents, if an executive's employment with the Company (or a related body corporate of the Company) is terminated prior to the vesting of any securities issued under the GEIP, the number of Performance Rights that may vest on cessation of employment for retrenchment or redundancy is calculated on a pro-rata basis using the following formula:

$$\frac{\text{The period, in days, from the date of termination, inclusive}}{\text{The period, in days, from the date of grant to the intended date of vesting, inclusive}} \times \text{No. of Performance Rights issued, or to be issued}$$

The number of Performance Rights that may vest on cessation of employment for termination without cause, death or permanent disability is determined by the Board in its sole discretion.

All Performance Rights will lapse on cessation of employment for resignation or termination with cause.

x. **No dealing or hedging**

Dealing restrictions apply to securities issued under the GEIP in accordance with the terms of the GEIP, the individual personalised offer documents and the Company's share trading policy. Participants are prohibited from hedging or otherwise protecting the value of unvested securities issued under the GEIP.

xi. **Rights attaching to Shares**

Shares issued under the GEIP (upon exercise of vested securities issued under the GEIP) will be subject to any restrictions imposed under the terms of the GEIP and otherwise rank equally with the existing Shares on issue at the time of allotment or transfer.

xii. **Company may issue or acquire shares**

The Company may, in its discretion, either issue new Shares or acquire Shares already on issue, or a combination of both, to satisfy the Company's obligations under the GEIP.

xiii. **Adjustments**

Prior to the allocation of Shares to a GEIP participant upon exercise of vested securities issued under the GEIP if the Company undergoes a reorganisation of capital, the terms of unvested securities will be changed in order to comply with the Listing Rules. If the Company makes a pro rata bonus issue to Shareholders, the terms of any unexercised securities will change to entitle the participant to one Share plus the number of bonus Shares which would have been issued to the participant if the unexercised securities had been exercised prior to the bonus issue.

xiv. **Continued operation of the plan**

The GEIP may be suspended, terminated or amended at any time by the Board, subject to any resolution of the Company required by the Listing Rules.

Glossary

Term	Definition
ASX	ASX Limited.
Board	The Company's Board of Directors.
Closely Related Parties	In relation to a member of the Key Management Personnel, means: <ol style="list-style-type: none"> a spouse or child of the member; a child of the member's spouse; a dependent of the member or member's spouse; anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company; a company which the member controls; or a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	G8 Education Limited.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice of Meeting.
G8 Education	G8 Education Limited.
GEIP	The G8 Executive Incentive Plan.
Group	The Company and its subsidiaries.
Key Management Personnel	Has the same meaning as in the accounting standard AASB 124 and, generally speaking, includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company and all Company executives reporting to the Company's CEO and Managing Director
Listing Rules	The listing rules of ASX.
Meeting	The annual general meeting of the Company to be held at the time and place specified in the Notice of Meeting.
Notice of Meeting	The Company's notice of annual general meeting and accompanying Explanatory Statement.
Performance Right	A contractual right to receive a Share provided certain vesting conditions are satisfied (or waived).
Proxy Form	The proxy form that accompanies the Notice of Meeting.
Remuneration Report	The remuneration report for the Company contained in the Company's 2025 Annual Report.
Resolutions	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share.

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G8 Education^{ltd}

G8EDUCATION.EDU.AU



G8 Education^{ltd}

ACN 123 828 553

LODGE YOUR VOTE

-  **ONLINE**
<https://au.investorcentre.mpms.mufg.com>
-  **BY MAIL**
G8 Education Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia
-  **BY FAX**
+61 2 9287 0309
-  **BY HAND**
MUFG Corporate Markets (AU) Limited
Liberty Place, Level 41
161 Castlereagh Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of G8 Education Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name
Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:00pm (AEST) on Wednesday, 29 April 2026 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Allens, Level 26, 480 Queen Street, Brisbane QLD 4000** or logging in online at <https://meetings.openbriefing.com/GEM26> (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting** this can be viewed and downloaded at the Company's website at www.g8education.edu.au/AGM2026.

Important for Resolutions 1 & 4: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 1 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.


VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of a Director – Professor Julie Cogin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of a Director – Mr Peter Trimble	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 G8 Education Executive Incentive Plan (GEIP) Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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GEM PRX2601N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEST) on Monday, 27 April 2026**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

G8 Education Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Liberty Place
Level 41
161 Castlereagh Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

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Online Meeting Guide

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Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Edge – 92.0 and up

To attend and vote you must have your shareholder number and postcode.

Appointed Proxy: Your proxy number will be provided by MUFG before the meeting.

Please make sure you have this information before proceeding.

Online Meeting Guide

Welcome to the MUFG Corporate Markets
A division of MUFG Pension & Market Services

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH MEETING

Help Number: 1800 990 363

1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by MUFG in the PROXY DETAILS section. Then click the **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Shareholders and proxies can submit either a Full Vote or Partial Vote.

Step 1

Open your web browser and go to <https://meetings.openbriefing.com/GEM26>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the **‘Register and Watch Meeting’** button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

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SAMPLE
*****7133
✕

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the shareholder's voting instructions.

Full Vote

Partial Vote

Resolution 1A

For

Against

Abstain

AMENDMENT TO THE CONSTITUTION

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Online Meeting Guide *continued*

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2. How to ask a question

Note: Only verified Shareholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.

Ask a Question

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND ASK A QUESTION

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND ASK A QUESTION

In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note, the company will do their best to address all questions.

View Questions

Your submitted questions can be viewed below.
We will endeavour to answer all questions during the Meeting.

When will this meeting be held?

Asked regarding *General Business*

Asked at: 9:41 AM Updated: 9:41 AM

OPEN COMMENTS

SUBMIT ANOTHER QUESTION

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

Once voting has been closed all submitted voting cards cannot be changed.

Phone Participation

Registrations must be completed by 12:00pm (AEST) on Monday, 27 April 2026.

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact MUFG on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: +1800 416 188 & International Number : +61 2 9189 1107

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a holder and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

You will be greeted by a moderator. Once the moderator has verified your details you will then be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to. Let the moderator know if your question relates to General Business or the Resolution number.

Contact us

Australia
T +61 1800 990 363

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.