

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme G8 Education Limited

ACN/ARSN 123 828 553

1. Details of substantial holder (1)

Name Vanguard Group (The Vanguard Group, Inc. and its controlled entities including those listed in Annexure A)

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 5 August 2020

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 (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary	41,842,834	41,842,834	5.001%

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 (7)	Class and number of securities
Vanguard Group	Vanguard Group is the manager of various Mutual funds and accounts and in that capacity has the power to dispose of the shares. The other members of Vanguard Group have a relevant interest under section 608(3) of the Corporations Act.	Ordinary – 41,842,834

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 (8)	Class and number of securities
Vanguard Group	Brown Brothers Harriman	Various funds and other accounts of Vanguard Group	Ordinary – 342,219
Vanguard Group	BNY Mellon	Various funds and other accounts of Vanguard Group	Ordinary – 2,948,270
Vanguard Group	JP Morgan Chase Bank, N.A.	Various funds and other accounts of Vanguard Group	Ordinary – 22,090,725
Vanguard Group	State Street Bank and Trust Company	Various funds and other accounts of Vanguard Group	Ordinary – 5,798,405
Vanguard Group	Various others	Various funds and other accounts of Vanguard Group	Ordinary – 10,663,215

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 (9)	Class and number of securities
See Annexure A			

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
N/A	N/A

7. Addresses

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

Name	Address
Vanguard Group	P.O. Box 2600, V26 Valley Forge, PA 19482 USA

print name Shawn Acker capacity Compliance Manager

sign here  date 7 August 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
 - (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
 - (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an Associate has a relevant interest in.
 - (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
 - (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
 - (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest has acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder of its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

To Company
ACN/ARSN

G8 Education Limited
123 828 553

Substantial Holder Name
ACN/ARSN

Vanguard Group
N/A

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	2,354	2,354
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	77,784	77,784
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	62,288	62,288
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	186,957	186,957
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	3,799,331	3,799,331
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	1,355,590	1,355,590
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	63,067	63,067
14-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	614,721	614,721
16-Apr-2020	The Vanguard Group, Inc.	SELL	0.94	Ordinary	(71,951)	(71,951)
16-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	77,501	77,501
22-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	988	988
22-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	650	650
22-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	2,325	2,325
22-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	11,087	11,087
22-Apr-2020	The Vanguard Group, Inc.	BUY	0.80	Ordinary	8,440	8,440
13-May-2020	The Vanguard Group, Inc.	BUY	0.91	Ordinary	26,618	26,618
19-May-2020	The Vanguard Group, Inc.	SELL	0.88	Ordinary	(1)	(1)
29-May-2020	The Vanguard Group, Inc.	BUY	1.04	Ordinary	76,355	76,355
11-Jun-2020	The Vanguard Group, Inc.	SELL	1.01	Ordinary	(512,071)	(512,071)
19-Jun-2020	The Vanguard Group, Inc.	BUY	0.96	Ordinary	26,760	26,760
19-Jun-2020	The Vanguard Group, Inc.	BUY	0.96	Ordinary	1,026,190	1,026,190
19-Jun-2020	The Vanguard Group, Inc.	BUY	0.96	Ordinary	157,595	157,595
19-Jun-2020	The Vanguard Group, Inc.	BUY	0.96	Ordinary	359,150	359,150
22-Jun-2020	The Vanguard Group, Inc.	BUY	0.94	Ordinary	23,757	23,757
30-Jun-2020	The Vanguard Group, Inc.	BUY	0.90	Ordinary	23,750	23,750
30-Jun-2020	The Vanguard Group, Inc.	BUY	0.90	Ordinary	162,784	162,784
15-Apr-2020	Vanguard Investments Australia Ltd.	BUY	1.00	Ordinary	15,900	15,900
20-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.87	Ordinary	3,129	3,129
20-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.87	Ordinary	4,172	4,172
21-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.82	Ordinary	21,710	21,710
21-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.78	Ordinary	13,906	13,906
21-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.78	Ordinary	16,360	16,360
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	194,422	194,422
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	241,750	241,750
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	61,965	61,965
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	91,629	91,629
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	65,213	65,213
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	154,661	154,661
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	798,973	798,973
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	379,675	379,675
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	861,130	861,130
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	378,510	378,510
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.77	Ordinary	4,172	4,172
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	683,202	683,202
22-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	2,190,555	2,190,555
23-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	164,265	164,265
23-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	4,172	4,172
23-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.80	Ordinary	12,375	12,375
28-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.83	Ordinary	4,172	4,172
28-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.83	Ordinary	15,066	15,066
29-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.81	Ordinary	10,791	10,791
30-Apr-2020	Vanguard Investments Australia Ltd.	SELL	0.88	Ordinary	(230,725)	(230,725)
30-Apr-2020	Vanguard Investments Australia Ltd.	BUY	0.88	Ordinary	14,388	14,388
1-May-2020	Vanguard Investments Australia Ltd.	BUY	0.87	Ordinary	12,630	12,630
1-May-2020	Vanguard Investments Australia Ltd.	BUY	0.87	Ordinary	16,840	16,840
4-May-2020	Vanguard Investments Australia Ltd.	BUY	0.84	Ordinary	4,160	4,160
4-May-2020	Vanguard Investments Australia Ltd.	BUY	0.84	Ordinary	23,436	23,436
6-May-2020	Vanguard Investments Australia Ltd.	BUY	0.90	Ordinary	4,160	4,160
8-May-2020	Vanguard Investments Australia Ltd.	BUY	0.91	Ordinary	790	790
12-May-2020	Vanguard Investments Australia Ltd.	BUY	0.94	Ordinary	4,160	4,160
12-May-2020	Vanguard Investments Australia Ltd.	BUY	0.94	Ordinary	11,172	11,172

Date of change	Person whose relevant interest changed	Nature of Change(6)	Consideration given in relation to change(7)	Class	Number of securities affected	Person's votes affected
13-May-2020	Vanguard Investments Australia Ltd.	SELL	0.91	Ordinary	(34,875)	(34,875)
13-May-2020	Vanguard Investments Australia Ltd.	BUY	0.91	Ordinary	11,970	11,970
19-May-2020	Vanguard Investments Australia Ltd.	BUY	0.88	Ordinary	15,740	15,740
20-May-2020	Vanguard Investments Australia Ltd.	BUY	0.92	Ordinary	10,710	10,710
20-May-2020	Vanguard Investments Australia Ltd.	BUY	0.92	Ordinary	12,576	12,576
22-May-2020	Vanguard Investments Australia Ltd.	BUY	0.90	Ordinary	15,615	15,615
22-May-2020	Vanguard Investments Australia Ltd.	BUY	0.90	Ordinary	9,456	9,456
25-May-2020	Vanguard Investments Australia Ltd.	BUY	0.92	Ordinary	4,164	4,164
25-May-2020	Vanguard Investments Australia Ltd.	BUY	0.92	Ordinary	7,880	7,880
26-May-2020	Vanguard Investments Australia Ltd.	BUY	0.99	Ordinary	74,825	74,825
26-May-2020	Vanguard Investments Australia Ltd.	BUY	0.99	Ordinary	11,820	11,820
27-May-2020	Vanguard Investments Australia Ltd.	BUY	1.00	Ordinary	72,863	72,863
29-May-2020	Vanguard Investments Australia Ltd.	BUY	1.04	Ordinary	11,880	11,880
1-Jun-2020	Vanguard Investments Australia Ltd.	BUY	1.04	Ordinary	36,414	36,414
3-Jun-2020	Vanguard Investments Australia Ltd.	BUY	1.02	Ordinary	4,164	4,164
5-Jun-2020	Vanguard Investments Australia Ltd.	BUY	1.04	Ordinary	9,504	9,504
5-Jun-2020	Vanguard Investments Australia Ltd.	BUY	1.04	Ordinary	11,880	11,880
9-Jun-2020	Vanguard Investments Australia Ltd.	BUY	1.12	Ordinary	4,164	4,164
11-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.97	Ordinary	11,655	11,655
15-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.91	Ordinary	15,400	15,400
16-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.95	Ordinary	7,650	7,650
17-Jun-2020	Vanguard Investments Australia Ltd.	SELL	0.94	Ordinary	(95,572)	(95,572)
17-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.93	Ordinary	11,340	11,340
18-Jun-2020	Vanguard Investments Australia Ltd.	SELL	0.92	Ordinary	(215,106)	(215,106)
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	54,144	54,144
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	65,083	65,083
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	38,329	38,329
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	518,022	518,022
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	155,483	155,483
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	642,424	642,424
19-Jun-2020	Vanguard Investments Australia Ltd.	SELL	0.96	Ordinary	(1,935,973)	(1,935,973)
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	1,518	1,518
19-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.96	Ordinary	1,115,979	1,115,979
23-Jun-2020	Vanguard Investments Australia Ltd.	SELL	0.95	Ordinary	(18,258)	(18,258)
25-Jun-2020	Vanguard Investments Australia Ltd.	BUY	0.89	Ordinary	24,311	24,311
30-Jun-2020	Vanguard Investments Australia Ltd.	SELL	0.89	Ordinary	(52,175)	(52,175)
16-Jul-2020	Vanguard Investments Australia Ltd.	SELL	0.83	Ordinary	(9,639)	(9,639)
24-Jul-2020	Vanguard Investments Australia Ltd.	BUY	0.86	Ordinary	166,578	166,578
30-Jul-2020	Vanguard Investments Australia Ltd.	BUY	0.81	Ordinary	14,222	14,222
31-Jul-2020	Vanguard Investments Australia Ltd.	BUY	0.81	Ordinary	167,187	167,187
3-Aug-2020	Vanguard Investments Australia Ltd.	BUY	0.78	Ordinary	248,384	248,384
3-Aug-2020	Vanguard Investments Australia Ltd.	BUY	0.78	Ordinary	152,661	152,661
5-Aug-2020	Vanguard Investments Australia Ltd.	BUY	0.79	Ordinary	16,365	16,365

This is Annexure A of 2 pages referred to in Form 603, Notice of initial substantial holder.

Signature: 

Name: Shawn Acker

Capacity: Compliance Manager

Date: 7 August 2020