

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme G8 Education Limited

ACN/ARSN 123 828 553

1. Details of substantial holder (1)

Name Tanarra Capital Australia Pty Ltd and each other entity listed in the column headed 'Entity' in Annexure A (collectively Tanarra Entities)

ACN/ARSN (if applicable) 114 164 331

There was a change in the interests of the substantial holder on

17/09/2021

The previous notice was given to the company on

17/09/2021

The previous notice was dated

17/09/2021

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	56,925,682	6.178%	76,607,083	9.04%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/09/2021	Tanarra Entities	Acquisition on ASX	\$375,676.03	377,000 ordinary shares	377,000
16/09/2021	Tanarra Entities	Acquisition on ASX	\$68,305.28	68,546 ordinary shares	68,546
16/09/2021	Tanarra Entities	Acquisition on ASX	\$350,260.60	351,495 ordinary shares	351,495
17/09/2021	Tanarra Entities	Acquisition on ASX	\$9,021,076.18	8,611,268 ordinary shares	8,611,268
17/09/2021	Tanarra Entities	Acquisition on ASX	\$2,995,381.78	2,859,308 ordinary shares	2,859,308
17/09/2021	Tanarra Entities	Acquisition on ASX	\$7,735,176.51	7,383,784 ordinary shares	7,383,784
17/09/2021	Tanarra Entities	Acquisition on ASX	\$31,427.69	30,000 ordinary shares	30,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes

See **Annexure B**

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

6. Addresses

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

Name	Address
Tanarra Entities	See Annexure A
Sunsuper Pty Ltd	Level 5, 30 Little Cribb Street, Milton, Queensland 4064
Host-Plus Pty Ltd	Level 9, 114 William Street, Melbourne Victoria 3000
State Street Australia Limited	Level 14, 420 George Street, SYDNEY NSW 2000
Citigroup Pty Limited	Level 15, 120 Collins Street, Melbourne VIC 3000

Signature

print name David Birkbeck capacity Company Secretary

sign here

date 21/09/2021

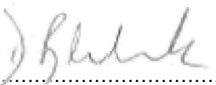
DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was 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 on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexures

This is Annexure A of 2 pages referred to in the Form 604, Notice of change of interests of substantial holder signed by me and dated 21 September 2021



 David Birkbeck
 Company Secretary
 Tanarra Capital Australia Pty Ltd

	Entity	ACN	Registered Address
1.	Tanarra Pty Ltd	604 735 542	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
2.	Tanarra Group Pty Ltd	157 818 463	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
3.	Investment Ops No. 1 Pty Ltd	628 499 285	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
4.	Tanarra LTV Fund 1 Pty Ltd	631 878 781	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
5.	Tanarra Capital Pty Ltd	604 388 892	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
6.	Tanarra Capital Australia Pty Ltd	114 164 331	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
7.	Tanarra Jetwave Investments Pty Ltd	613 347 185	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
8.	Tanarra Consulting Pty Ltd	602 913 548	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
9.	Tanarra Foundation Pty Ltd	604 388 990	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
10.	Tanarra PE Investments Pty Ltd	605 670 979	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
11.	Tanarra Investments Pty Ltd	615 223 464	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
12.	CWC COF1 Investments Pty Ltd	126 132 536	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
13.	CWC COFA Pty Ltd	113 611 911	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
14.	CWC COFB Pty Ltd	114 881 113	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
15.	COF2 VCMP GP Pty Ltd	152 806 409	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
16.	Tanarra Capital Private GP1 Pty Ltd	604 820 671	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000
17.	TCP 1A Pty Ltd	605 695 814	Suite 4, Level 41, Grosvenor Place, 225 George Street, Sydney NSW 2000

Annexures

This is Annexure B of 2 pages referred to in the Form 604, Notice of change of interests of substantial holder signed by me and dated 21 September 2021

David Birkbeck
Company Secretary
Tanarra Capital Australia Pty Ltd

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered	Nature of relevant interest (6)	Class and number of securities	Person's votes
Tanarra LTV Fund 1 Pty Ltd ACN 631 878 781	Tanarra LTV Fund 1 Pty Ltd	N/A	Legal and beneficial ownership as trustee for the Tanarra Long Term Value Minderoo Co-Investment Trust 1 Control by Tanarra Group Pty Ltd as its controller and associate of the other	926,577 ordinary shares	926,577
Tanarra LTV Fund 1 Pty Ltd ACN 631 878 781	Tanarra LTV Fund 1 Pty Ltd	N/A	Legal and beneficial ownership as trustee for the Tanarra Long Term Value Fund Trust No.1 Control by Tanarra Group Pty Ltd as its controller and associate of the other	3,827,854 ordinary shares	3,827,854
Investment Ops No 1 Pty Ltd ACN 628 499 285	Investment Ops No 1 Pty Ltd	N/A	Legal and beneficial owner of 3,827,854 ordinary shares as trustee for Investment Ops No.1 Unit Trust. Control by Tanarra Group Pty Ltd as its controller and associate of the other	3,827,854 ordinary shares	3,827,854
Sunsuper Pty Ltd ABN 88 010 720 840	State Street Australia Limited	N/A	Legal and beneficial ownership as trustee for the Sunsuper Superannuation Fund	36,804,956 ordinary shares	36,804,956
Host-Plus Pty Limited	Citigroup Pty Limited	N/A	Legal and beneficial ownership as trustee for the Hostplus Pooled	35,047,696 ordinary shares	35,047,696
Tanarra Pty Ltd ACN 604 735 542	N/A	N/A	Control of Tanarra Group Pty Ltd	76,607,083 ordinary shares	76,607,083
Tanarra Group Pty Ltd ACN 157 818 463	N/A	N/A	Control of the other Tanarra Entities	76,607,083 ordinary shares	76,607,083
Tanarra Capital Pty Ltd ACN 604 388 892	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra Entities.	76,607,083 ordinary shares	76,607,083

Tanarra Capital Australia Pty Ltd ACN 114 164 331	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra entities. Investment mandate under management agreement dated 20 March 2019 with discretionary power to vote and dispose of shares in which Investment Ops Pty Ltd has a relevant interest. Investment mandate under investment management agreement dated 2 April 2019 with discretionary power to vote and dispose of shares in which Sunsuper Pty Ltd has a relevant interest. Investment mandate under investment management agreement dated 19 February 2020 with discretionary power to dispose of, but not to vote, shares in which Host-Plus Pty Ltd has a relevant interest. Investment mandate under investment	76,607,083 ordinary shares	76,607,083
Tanarra Jetwave Investments Pty Ltd ACN 613 347 185	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra entities.	76,607,083 ordinary shares	76,607,083
Tanarra Consulting Pty Ltd ACN 602 913 548	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
Tanarra Foundation Pty Ltd ACN 604 388 990	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
Tanarra PE Investments Pty Ltd ACN 605 670 979	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
Tanarra Investments Pty Ltd ACN 615 223 464	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
CWC COF1 Investments Pty Ltd ACN 126 132 536	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
CWC COFA Pty Ltd ACN 113 611 911	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
CWC COFB Pty Ltd ACN 114 881 113	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
COF2 VCMP GP Pty Ltd ACN 152 806 409	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
Tanarra Capital Private GP1 Pty Ltd ACN 604 820 671	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083
TCP 1A Pty Ltd ACN 605 695 814	N/A	N/A	Controlled by Tanarra Group Pty Ltd as its controller and associate of the other Tanarra	76,607,083 ordinary shares	76,607,083

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