

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

05/09/2022

The previous notice was given to the company on

30/11/2021

The previous notice was dated

30/11/2021

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	86,875,476	10.25%	99,612,242	11.76%

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 changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
30/11/2021	Tanarra Entities	Acquisition on ASX	\$697,032.98	656,453 ordinary shares	656,453
01/12/2021	Tanarra Entities	Acquisition on ASX	\$1,096,613.30	1,050,000 ordinary shares	1,050,000
02/12/2021	Tanarra Entities	Acquisition on ASX	\$432,836.17	420,000 ordinary shares	420,000
03/12/2021	Tanarra Entities	Acquisition on ASX	\$2,158,810.44	2,085,284 ordinary shares	2,085,284
06/12/2021	Tanarra Entities	Acquisition on ASX	\$927,011.95	890,000 ordinary shares	890,000
07/12/2021	Tanarra Entities	Acquisition on ASX	\$937,574.09	884,565 ordinary shares	884,565
08/12/2021	Tanarra Entities	Acquisition on ASX	\$1,085,114.77	1,004,204 ordinary shares	1,004,204
09/12/2021	Tanarra Entities	Acquisition on ASX	\$226,730.72	210,000 ordinary shares	210,000
05/09/2022	Tanarra Entities	Acquisition on ASX	\$2,665,141.86	2,791,907 ordinary shares	2,791,907
06/09/2022	Tanarra Entities	Acquisition on ASX	\$2,190,900.00	2,248,664 ordinary shares	2,248,664
07/09/2022	Tanarra Entities	Acquisition on ASX	\$482,919.37	495,689 ordinary shares	495,689

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 securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Tanarra Entities	See Annexure B		See Annexure B	12,736,766 ordinary shares	12,736,766

See further **Annexure B**

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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, Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
J.P. Morgan Nominees Australia Limited Ltd	85 Castlereagh St, Sydney NSW 2000
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 7 September 2022

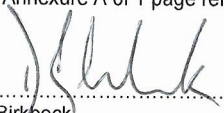
DIRECTIONS

- (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 1 page referred to in the Form 604, Notice of change of interests of substantial holder signed by me and dated 7 September 2022


 David Birkbeck
 Company Secretary
 Tanarra Capital Australia Pty Ltd

	Entity	ACN	Registered Address
1.	Tanarra Pty Ltd	604 735 542	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
2.	Tanarra Group Pty Ltd	157 818 463	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
3.	Investment Ops No. 1 Pty Ltd	628 499 285	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
4.	Tanarra LTV Fund 1 Pty Ltd	631 878 781	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
5.	Tanarra Capital Pty Ltd	604 388 892	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
6.	Tanarra Capital Australia Pty Ltd	114 164 331	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
7.	Tanarra Nominees Pty Ltd	613 347 185	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
8.	Tanarra Consulting Pty Ltd	602 913 548	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
9.	Tanarra Foundation Pty Ltd	604 388 990	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
10.	Tanarra PE Investments Pty Ltd	605 670 979	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
11.	Tanarra Investments Pty Ltd	615 223 464	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
12.	CWC COF1 Investments Pty Ltd	126 132 536	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
13.	CWC COFA Pty Ltd	113 611 911	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
14.	CWC COFB Pty Ltd	114 881 113	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
15.	COF2 VCMP GP Pty Ltd	152 806 409	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
16.	Tanarra Capital Private GP1 Pty Ltd	604 820 671	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
17.	TCP 1A Pty Ltd	605 695 814	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
18.	Tanarra Advanced Analytics Pty Ltd	658 431 933	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000
19.	Tanarra Ventures Pty Ltd	659 497 748	Suite 6, Level 31, 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 7 September 2022

David Birkbeck
Company Secretary
Tanarra Capital Australia Pty Ltd

	Entity	ACN	Registered Address	Nature of relevant interest
1.	Tanarra Pty Ltd	604 735 542	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Control of Tanarra Group Pty Ltd
2.	Tanarra Group Pty Ltd	157 818 463	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Control of the remaining entities listed in this Annexure A below
3.	Investment Ops No. 1 Pty Ltd	628 499 285	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Control of the remaining entities listed in this Annexure A below
4.	Tanarra LTV Fund 1 Pty Ltd	631 878 781	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
5.	Tanarra Capital Pty Ltd	604 388 892	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
6.	Tanarra Capital Australia Pty Ltd	114 164 331	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice. Various client Investment mandates with discretionary power to vote and/or dispose of shares, including some of the shares covered by this notice.
7.	Tanarra Nominees Pty Ltd	613 347 185	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
8.	Tanarra Consulting Pty Ltd	602 913 548	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
9.	Tanarra Foundation Pty Ltd	604 388 990	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
10.	Tanarra PE Investments Pty Ltd	605 670 979	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
11.	Tanarra Investments Pty Ltd	615 223 464	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
12.	CWC COF1 Investments Pty Ltd	126 132 536	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
13.	CWC COFA Pty Ltd	113 611 911	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
14.	CWC COFB Pty Ltd	114 881 113	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
15.	COF2 VCMP GP Pty Ltd	152 806 409	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.

16.	Tanarra Capital Private GP1 Pty Ltd	604 820 671	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
17.	TCP 1A Pty Ltd	605 695 814	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
18.	Tanarra Advanced Analytics Pty Ltd	658 431 933	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.
19.	Tanarra Ventures Pty Ltd	659 497 748	Suite 6, Level 31, Grosvenor Place, 225 George Street, Sydney NSW 2000	Controlled by Tanarra Group Pty Ltd as its controller and associate of entities with relevant interests in the shares covered by this notice.

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Tanarra Entities	J.P. Morgan Nominees Australia Limited Ltd	N/A	As per table above	12,802,033 ordinary shares	12,802,033
Tanarra Entities	J.P. Morgan Nominees Australia Limited	N/A	As per table above	1,201,251 ordinary shares	1,201,251
Tanarra Entities	State Street Australia Limited	N/A	As per table above	41,945,820 ordinary shares	41,945,820
Tanarra Entities	Citigroup Pty Limited	N/A	As per table above	43,663,138 ordinary shares	43,663,138