

SUPREME COURT OF VICTORIA  
AT MELBOURNE  
COMMERCIAL COURT  
GROUP PROCEEDINGS LIST

S ECI 2020 04339

BETWEEN

PAUL ALLEN

Plaintiff

and

G8 EDUCATION LIMITED (ACN 123 828 553)

Defendant

GENERAL FORM OF ORDER

**JUDGE:** The Honourable Justice Nichols

**DATE MADE:** 12 May 2021

**ORIGINATING PROCESS:** Writ

**HOW OBTAINED:** By consent

**ATTENDANCE:** Not applicable

**OTHER MATTERS:** Not applicable

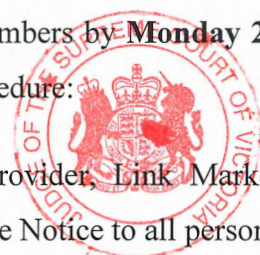
**THE COURT ORDERS BY CONSENT THAT:**

**Opt-Out Deadline**

1. The date by which a group member may opt out of this proceeding, pursuant to s 33J(1) of the *Supreme Court Act 1986* (Vic) (the Act), be **fixed at 4.00pm on Friday 20 August 2021 (Opt-Out Deadline)**.

**Notice and Opt Out**

2. The terms of the commencement, opt-out and claim registration notice set out in the Annexures to these Orders (**Notice**) are approved, pursuant to ss 33X(1)(a) and (5) and 33Y of the Act.
3. Pursuant to s 33Y of the Act, the Notice be given to group members by **Monday 21 June 2021 (Notification Date)**, according to the following procedure:
  - a. the defendant shall cause its share registry service provider, Link Market Services Ltd (**Link**), to use its best endeavours to send the Notice to all persons

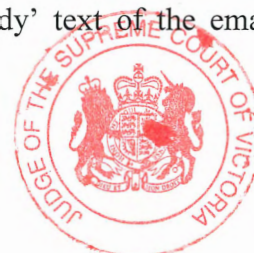


who entered into a contract to acquire an interest in ordinary shares in G8 Education Limited (**G8**) during the period from 23 May 2017 to the close of trade on 23 February 2018 (inclusive) (the **Relevant Period**) as identified in the records maintained by Link, such Notices to be sent by email where an email address is available, or failing that, by ordinary mail;

- b. by **Monday 7 June 2021**, the defendant shall provide a copy of this Order to Link;
- c. should the defendant become aware of any actual or potential non-compliance with the Order, the defendant is to notify the plaintiff within two business days of so becoming aware;
- d. the solicitors for the plaintiff shall cause the Notice to be displayed on their website until the Opt-Out Deadline;
- e. the solicitors for the plaintiff shall cause the Notice to be sent to each person who has provided contact details to the solicitors for the plaintiff because they are or may be a group member, such Notices to be sent by email where an email address is available, or failing that, by ordinary mail;
- f. the Commercial Court Registry of the Supreme Court of Victoria shall cause the Notice to be posted on the Supreme Court of Victoria website and available for inspection at the Commercial Court Registry of the Supreme Court of Victoria.

4. Whenever a Notice is sent by email (in fulfilment of either order 3a or order 3e):

- a. the subject line of the email shall be: “Court Notice regarding G8 Shareholder Class Action – Allen v G8 Education Ltd (S ECI 2020 04339)”;
- b. the email, if it is sent by Link, shall be sent from the email address ‘comms@linkmarketservices.com.au’;
- c. the Notice text shall constitute the entirety of the ‘body’ text of the email formatted as agreed by the parties; and



- d. where an email fails to be sent and Link receives a 'bounce-back' notification, the Notice is to be sent in hard copy via ordinary post to the recipient.
5. Pursuant to s 33J of the Act, any group member who wishes to opt out of this proceeding must, before the Opt-Out Deadline, deliver a completed Notice in the form of Annexure 2 to the Commercial Court Registry of the Supreme Court of Victoria by email or post.
  6. The Notice may be amended by the solicitors for the plaintiff before it is published in order to correct any typographical error, or any postal, website or email address or telephone number.
  7. If, on or before the Opt-Out Deadline, the solicitors for any party receive a notice purporting to be an opt out notice referable to this proceeding, the solicitors are to file such notice in the Commercial Court Registry of the Supreme Court of Victoria within 7 days of receipt with a notation specifying the date it was received and the notice shall be treated as an opt out notice received by the Court at the time when it was received by the solicitors.
  8. The costs of and incidental to the procedure set out in Order 3(a) above be initially borne by the plaintiff but on the basis that those costs will subsequently fall to be dealt with by the Court as part of the costs of the proceeding.

### **Claim Registration**

9. The solicitors for the plaintiff will make an online registration process available on their website for potential group members by which potential group members are requested to provide the following information:
  - a. the full name of the person who acquired an interest in ordinary shares in G8 (the registered owner);
  - b. if different to the person who acquired an interest in ordinary shares in G8 noted at Order 9(a) above, the full name of the beneficial owner of those shares.
  - c. the postal and email address of that person;
  - d. all relevant and available Holder Identification Numbers (**HIN**) or Security Reference Numbers (**SRN**);



- e. the number of G8 shares held by that person at close of trade on 22 May 2017 (even if that number is nil);
  - f. with respect to every time that person acquired G8 shares in the period from 23 May 2017 to 23 February 2018 (inclusive):
    - i. the date of the transaction, the number of shares acquired, the consideration paid for the shares (excluding brokerage);
    - ii. if relevant, the amount of brokerage paid to acquire those shares;
    - iii. whether the acquisition comprises part of a 'short' transaction;
    - iv. whether the acquisition was an 'off market transaction';
  - g. with respect to every time that person disposed of G8 shares during the Relevant Period:
    - i. the date of the transaction;
    - ii. the number of shares disposed of;
    - iii. the consideration received for the shares (excluding brokerage); and
    - iv. whether the disposal comprises part of a 'short' transaction; and
    - v. whether the disposal was an 'off market transaction';
10. Any potential group member who has completed the registration process described in Order 9, or who has provided equivalent information to the solicitors for the plaintiff by any other means, is a **Registered Group Member**.
11. By **4:00pm on Monday 30 August 2021**, the solicitors for the plaintiff must deliver to the solicitors for the defendant (in electronic form), a de-identified list of Registered Group Members, which list shall contain:
- a. a unique identification number for each Registered Group Member;
  - b. where a Registered Group Member has acquired shares via more than one transaction account, a unique account identification number for each transaction account of that Registered Group Member;



- c. where a Registered Group Member has acquired shares but the beneficial owner is a person other than that Registered Group Member, a unique beneficial owner identification number for each beneficial owner;
  - d. the information referred to in Orders 9(d) to (g) above for each Registered Group Member; and
  - e. any amendments to the information as notified to the solicitors for the plaintiff by that date.
12. The list of Registered Group Members provided to the solicitors for the defendant in accordance with order 11 above, and any information contained therein, is to be kept confidential to:
- a. the defendant's legal advisors;
  - b. those officers and employees of the defendant who have the conduct of this proceeding on behalf of the defendant; and
  - c. experts retained by the defendant in the proceeding.

**DATE AUTHENTICATED:** 12 May 2021



**The Honourable Justice Nichols**

ANNEXURE 1

SUPREME COURT OF VICTORIA



**NOTICE TO GROUP MEMBERS:  
COMMENCEMENT OF PROCEEDING AND OPT OUT**

**G8 EDUCATION LIMITED SHAREHOLDER CLASS ACTION  
(GROUP PROCEEDING)**

**PAUL ALLEN v G8 EDUCATION LTD  
(S ECI 2020 4339)**

THIS NOTICE IS SENT BY ORDER OF THE SUPREME COURT OF  
VICTORIA.

IT IS IMPORTANT THAT YOU READ THIS NOTICE CAREFULLY  
BECAUSE IT MAY AFFECT YOUR LEGAL RIGHTS.



**NOTICE TO GROUP MEMBERS:  
COMMENCEMENT OF PROCEEDING AND OPT OUT**

**PAUL ALLEN v G8 EDUCATION LTD  
(S ECI 2020 4339)**



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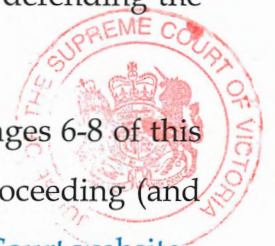
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## WHY HAVE YOU RECEIVED THIS NOTICE?

1. The Supreme Court of Victoria has ordered that you receive this Notice because according to information contained in the share register of G8 Education Ltd (G8) you may be a Group Member in this class action. In most cases, you are automatically a Group Member if you purchased shares in G8 between 23 May 2017 and 23 February 2018 (inclusive) (this is called the **Claim Period**) and you have suffered a loss by reason of the conduct alleged against G8 in the class action.
2. If you believe you may be a Group Member because you meet the above description, you should read this Notice carefully as it will affect your rights. If there is anything in this Notice that you do not understand, you should seek legal advice.

## INFORMATION ABOUT THIS CLASS ACTION

3. This class action has been brought by Paul Allen, who purchased shares in G8 during the Claim Period. Mr Allen brings the action on his own behalf and on behalf of all Group Members who have suffered loss by reason of the conduct alleged against G8.
4. This class action claims that G8 made misleading representations and failed to comply with its continuous disclosure obligations as an ASX-listed company, in breach of the *Corporations Act 2001* (Cth) and the *ASIC Act 2001* (Cth).
5. The class action alleges that because of G8's conduct, persons who purchased shares in G8 between 23 May 2017 and 23 February 2018 (inclusive) paid more for those shares than they would have paid had G8 complied with its obligations. The class action also alleges that some Group Members would not have purchased those shares if G8 had complied with its obligations.
6. G8 denies the claims made against it in the class action, and is defending the class action.
7. Information about how the class action is being funded is on pages 6-8 of this Notice. You can obtain further information about the Court proceeding (and get any copies of relevant documents) by visiting [the Supreme Court website](#).





## **YOUR THREE OPTIONS**

8. The purpose of this Notice is to advise you that this proceeding has been commenced and to notify you of your three options, which are explained below.

### ***OPTION A - OPT OUT AND CEASE TO BE A GROUP MEMBER***

9. If you do not want your rights determined by this class action **you must opt out** by **20 August 2021**.
10. Group members who opt out will:
- cease to be Group Members in the class action;
  - not be bound by the outcome of the class action and will not receive any money from the class action if it succeeds or settles;
  - be able to commence their own court proceedings against G8 if they wish, provided they commence those proceedings within the time limits applicable to their claims.
11. There is a copy of the Opt-Out Form for you to complete at the end of this Notice.
12. If you wish to opt out, you must complete an Opt-Out Form and return it to the Commercial Court Registry of the Supreme Court of Victoria by emailing it to [commercialcourt@supcourt.vic.gov.au](mailto:commercialcourt@supcourt.vic.gov.au), or alternatively by mailing the Form to: Commercial Court Registry, Supreme Court of Victoria, Ground Floor, 450 Little Bourke Street, Melbourne VIC 3000, in either case **before 4:00pm on Friday 20 August 2021**.
13. If you are unsure how opting out will affect your rights, you should seek legal advice before opting out.

### ***OPTION B - DO NOTHING***

14. Group Members who do not opt out by 20 August 2021 will remain in the class action and their rights will be determined by the outcome of the class action – whether it is settled or decided by the Court.



15. You do not have to do anything at all, at this time, to remain in the class action. In the future, the court may notify you that you are required to take a step to register your interest in the proceeding, for example, if there is a settlement or proposed settlement of the proceeding or a final decision by the Court. You have the option to register now, if you wish (Option C).

**OPTION C - REGISTER AS A GROUP MEMBER at [www.slatergordon.com.au/g8](http://www.slatergordon.com.au/g8)**

16. Group Members have the option of registering their details with Slater and Gordon Lawyers, who are acting for the plaintiff. If they choose register, group members will provide:
- their name;
  - contact details;
  - information about the shares they purchased in G8 between 23 May 2017 and 23 February 2018 (inclusive).
17. You may register your claim at [www.slatergordon.com.au/g8](http://www.slatergordon.com.au/g8).
18. Registered Group Members will be provided with updates about the class action, by Slater and Gordon Lawyers. Registering will make it possible for your specific claim to be considered if there are settlement negotiations.
19. Group Members do not have to register now, but at some point in the future it is likely that you will have to register your interest to receive money in any settlement that may be reached, or if the class action goes to trial and the Court decides in favour of the Group Members. If a settlement is proposed or if the Court finally decides the case, all Group Members (whether or not they have registered) will be notified.
20. If you have already registered, you do not need to register again. You have already registered if you have:
- already provided your name and information about the shares in G8 you bought and sold between 23 May 2017 and 23 February 2018 (inclusive) to Slater and Gordon Lawyers; OR



- already signed an agreement for Slater and Gordon Lawyers to represent you in this class action.
21. If you are unsure whether you have already registered your claim, you may contact Slater and Gordon Lawyers using the [G8 Class Action website](#) or call the G8 Class Action Hotline on 1800 071 827 to confirm.
  22. Becoming a Registered Group Member does not mean you enter into any contract for Slater and Gordon Lawyers to represent you.
  23. If you would like to be represented by Slater and Gordon Lawyers you may contact them using the [G8 Class Action website](#) or call the G8 Class Action Hotline on 1800 071 827.

#### **INFORMATION ABOUT HOW THE CLASS ACTION IS BEING FUNDED**

##### **No 'out of pocket' costs for group members in this class action**

24. Group Members are not, and will not be, liable for any legal costs out of their own pocket by remaining in this class action.
25. If the class action is unsuccessful, Group Members will not pay any costs.
26. If the class action is successful (that is, if any money compensation is recovered from G8), any legal costs that are payable will be deducted from, and will not exceed, the amount of monetary compensation recovered for the Group Members.
27. This position will not change, even if the way in which this class action is being paid for changes in the future.

##### **How the class action is currently being paid for**

28. The solicitors running the case on behalf of Mr Allen and the Group Members are Slater and Gordon Lawyers. They have entered into contracts with Mr Allen and some of the Group Members to act on their behalf on a 'no-win-no-fee' basis. Slater and Gordon Lawyers are currently bearing the costs of the class action. This means that while Slater and Gordon Lawyers are conducting the legal work and paying the external costs of the litigation (for example, to barristers and experts), Slater and Gordon Lawyers are not issuing any bills to

be paid yet. If the class action is unsuccessful, Slater and Gordon Lawyers have agreed not to seek payment of their bills.

29. If the class action is successful, no amounts will be paid to Slater and Gordon Lawyers for the work they have done, unless the Court approves those amounts.
30. If the class action is successful Slater and Gordon Lawyers may also apply to the Court to be permitted to charge an 'uplift' fee of no more than 25% of their bills. An uplift fee is not a percentage of the money compensation recovered for Group Members. Instead, it is a percentage of the legal costs approved by the Court. For example, if there was a settlement for \$100,000 and legal bills of \$10,000, then under the contract the lawyers would be permitted to ask the Court to approve the payment of \$12,500, which would include the 25% extra uplift fee.
31. This might change in the future. Two different possibilities are set out below.

**How the class action might be paid for differently in the future**

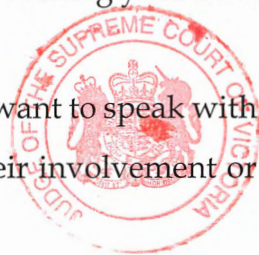
32. Mr Allen will shortly apply to the Court for an order that the legal costs payable to Slater and Gordon Lawyers be calculated as a percentage of any settlement or judgment sum recovered for Group Members at the end of the proceeding. This is called a Group Costs Order. If the Court makes this order, the liability for payment of the legal costs incurred by Slater and Gordon Lawyers will be shared between Mr Allen and all Group Members, regardless of whether or not those Group Members have entered into contracts with Slater and Gordon Lawyers. The Court cannot approve an extra 'uplift' fee if it has made a Group Costs Order.
33. A Group Costs Order would involve one single deduction (for payment to Slater and Gordon Lawyers for the legal work they have undertaken) from any money recovered for Group Members from a settlement or judgment. If a Group Costs Order is made, the law requires Slater and Gordon Lawyers to pay any costs payable to G8 in the proceeding and Slater and Gordon Lawyers

must give any security for the costs of G8 in the proceeding that the Court may order Mr Allen to give.

34. The situation is different if Mr Allen's application fails and the Court does not make a Group Costs Order. If that happens, Mr Allen and Slater and Gordon Lawyers may seek third-party litigation funding to pay for the legal costs in the proceeding. This would involve an agreement for the litigation funder to pay the bills for Slater and Gordon Lawyers' legal work each month. In return, at the end of the proceeding, the litigation funder would seek repayment for the bills it has paid, plus an extra amount that would most likely be either a percentage of the money recovered for Group Members or a multiple of all the bills it has already paid. These two amounts (for the bills and the extra amount) would be paid out of any money recovered for Group Members from a settlement or judgment.
35. Whether this class action proceeds under the current 'no-win-no-fee' position, becomes subject to a Group Costs Order, or instead proceeds with support from a litigation funder, Group Members will not have to pay any costs out of their own pocket.

#### IF YOU WOULD LIKE MORE INFORMATION

36. Copies of the relevant documents, including the most recent version of the pleadings, may be obtained by:
  - accessing the [Supreme Court's website](#);
  - accessing the [G8 Class Action website](#); or
  - contacting the **G8 Class Action Hotline** on 1800 071 827.
37. If there is anything you are unsure about, you can find more information or contact Slater and Gordon Lawyers by visiting the [G8 Class Action Website](#) or by calling the G8 Class Action Hotline on 1800 071 827, or by seeking your own legal advice.
38. If there is anything of which you are unsure and you do not want to speak with Slater and Gordon Lawyers (or you want to understand their involvement or



the funding agreements or retainer better), you may get legal advice from a solicitor of your choice.



OPTION A – OPT OUT FORM

SUPREME COURT OF VICTORIA  
AT MELBOURNE  
COMMERCIAL COURT  
GROUP PROCEEDINGS LIST

S ECI 2020 04339

BETWEEN

PAUL ALLEN

Plaintiff

and

G8 EDUCATION LIMITED (ACN 123 828 553)

Defendant

**DO NOT FILL OUT AND RETURN THIS FORM UNLESS YOU WANT TO  
OPT OUT OF THE G8 SHAREHOLDER CLASS ACTION. IF YOU OPT OUT YOU  
WILL NO LONGER BE A GROUP MEMBER**

To: Manager, Commercial Court Registry and Deputy Registrar  
Supreme Court of Victoria  
Commercial Court Registry  
450 Little Bourke Street  
Melbourne VIC 3000  
[commercialcourt@supcourt.vic.gov.au](mailto:commercialcourt@supcourt.vic.gov.au)

..... [print name of group member],  
of ..... [print address of group member],  
group member in this class action (group proceeding), gives notice under section 33J of the  
Supreme Court Act 1986 (Vic), that he, she, or it is opting out of the group proceeding.

Date: .....

**Signed by**

..... [signature]

..... [print name of person signing]  
(Group Member or Lawyer for the Group Member)

*If you would like to **opt out** of the G8 shareholder class action, please return this form to the  
Commercial Court Registry of the Supreme Court of Victoria by email or by post, at the  
addresses on this form, **by 4.00pm (AEST) on Friday 20 August 2021.***

