

IN THE SUPREME COURT OF VICTORIA  
AT MELBOURNE  
COMMERCIAL COURT  
GROUP PROCEEDINGS LIST

S ECI 2020 04339

BETWEEN

PAUL ALLEN

First plaintiff

and

MONIKA ALLEN

Second plaintiff

and

G8 EDUCATION LIMITED (ACN 123 828 553)

Defendant

**ORDER**

**JUDGE:** The Honourable Justice Nichols

**DATE MADE:** 11 August 2022

**ORIGINATING PROCESS:** Writ filed on 20 November 2020

**HOW OBTAINED:** By consent

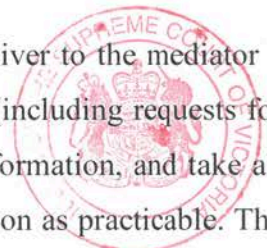
**ATTENDANCE:** Not applicable

**OTHER MATTERS:** Nil

**THE COURT ORDERS BY CONSENT THAT:**

**Mediation**

- 1 The proceeding be referred to the mediator agreed between the parties, such mediation to take place by **23 November 2022 (Mediation)**.
- 2 The plaintiffs must, after consultation with the defendant, deliver to the mediator a copy of this Order, an indexed copy of all current pleadings (including requests for and further particulars) and a copy of any other necessary information, and take all steps necessary to ensure that the Mediation commences as soon as practicable. The plaintiffs must provide the defendant with an electronic copy of same.



- 3 The Mediation must be attended, either in-person or virtually, by those persons who have the ultimate responsibility for deciding whether to settle the dispute and the terms of any settlement and the lawyers who have ultimate responsibility to advise the parties in relation to the dispute and its settlement.
- 4 The mediator is to notify the Court of the status of the Mediation by **4pm on 23 December 2022**.
- 5 The parties are to provide to one another, or if previously provided indicate which, without prejudice materials upon which they intend to rely at the Mediation by **11 November 2022**.
- 6 If the parties provide further submissions or mediation position papers pursuant to order 5 of these orders, then those materials are to be in Times New Roman 12 point type and are not to exceed 10 pages in length (inclusive of annexures and exhibits).

#### Notice

- 7 The terms of the claim registration notice set out in the Annexure to these orders (**Notice**) are approved, pursuant to ss 33X(5) and 33Y of the *Supreme Court Act 1986* (Vic) (**the Act**).
- 8 Pursuant to s 33Y of the Act, the Notice be given to group members by **12 September 2022 (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 (except for those 203 persons who have delivered a completed Opt Out Notice and have therefore opted out of this proceeding pursuant to Orders of the Honourable Justice Nichols made 12 May 2021 and 19 May 2021), such Notices to be sent by email where an email address is available, or failing that, by ordinary mail;
  - (b) by **19 August 2022**, the defendant shall provide a copy of this Order to Link;

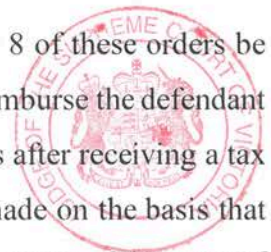
- (c) should the defendant become aware of any actual or potential non-compliance with the Order, the defendant is to notify the plaintiffs within two (2) business days of so becoming aware;
- (d) the solicitors for the plaintiffs shall cause the Notice to be displayed on their website;
- (e) the Commercial 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 Registry of the Supreme Court of Victoria.

9 Whenever a Notice is sent by email (in fulfilment of order 8(a) of these orders):

- (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.

10 The Notice may be amended by the solicitors for the plaintiffs before it is published in order to correct any typographical error, or any postal, website or email address or telephone number.

11 Link's costs of and incidental to the procedure set out in order 8 of these orders be paid by the defendant in the first instance. The plaintiffs shall reimburse the defendant for the full amount paid by the defendant to Link within 30 days after receiving a tax invoice from the defendant. The plaintiffs' reimbursement is made on the basis that Link's costs will subsequently fall to be dealt with by the Court as part of the costs of the proceeding.





## Claim registration

12 The solicitors for the plaintiffs 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 12(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; and
  - (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);
  - (iv) whether the disposal comprises part of a 'short' transaction; and
  - (v) whether the disposal was an 'off market transaction';



- 13 Any potential group member who has completed the registration process described in order 12 of these orders **before 4pm on the Registration Deadline** (defined in order 14 of these orders), or has already registered their claim in accordance with orders 9 to 10 of the orders of the Honourable Justice Nichols made 12 May 2021, or who has provided equivalent information to the solicitors for the plaintiffs by any other means **before 4pm on the Registration Deadline**, is a **Registered Group Member**.

#### **Registration and consequences of registration**

- 14 Pursuant to sections 33ZF and 33ZG of the Act, any group member who wishes to seek any benefit pursuant to any in-principle settlement (subject to Court approval) of this proceeding reached at the Mediation, otherwise by 11:59pm on 13 January 2023, must be a Registered Group Member by **4pm on 7 October 2022 (Registration Deadline)**.

- 15 Pursuant to sections 33ZF and 33ZG of the Act, and subject to any further order of the Court, any group member who:

- (a) has not, by the date of these orders, already registered their claim in accordance with orders 9 to 10 of the orders of the Honourable Justice Nichols made 12 May 2021; or
- (b) does not before the Registration Deadline register their claim in accordance with order 12 of these orders; or
- (c) has not opted out of this proceeding by delivering a completed Opt Out Notice pursuant to orders of the Honourable Justice Nichols made 12 May 2021 and 19 May 2021,

shall remain a group member for all purposes of this proceeding and shall not, without the leave of the Court, be permitted to seek any benefit pursuant to any in-principle settlement (subject to Court approval) of this proceeding reached at the Mediation or otherwise by 11:59pm on 13 January 2023.

#### **Provision of Group Member Data**

- 16 By **4:00pm on 21 October 2022**, the solicitors for the plaintiffs 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 12(e)–(g) of these orders for each Registered Group Member; and
- (e) any amendments to the information as notified to the solicitors for the plaintiffs by that date.

17 The list of Registered Group Members provided to the solicitors for the defendant in accordance with order 16 of these orders, 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.

**Case Management**

18 By **4:00pm on 21 October 2022**, the solicitors for the plaintiffs file and serve an affidavit setting out the steps taken to comply with these orders.

19 The proceeding be listed for a further case management hearing at the first available date after 31 January 2023.

**DATE AUTHENTICATED: 11 August 2022**

A handwritten signature in blue ink is written over a red circular seal. The seal features the coat of arms of New South Wales and the text "SUPREME COURT OF NEW SOUTH WALES" around the perimeter.

**The Honourable Justice Nichols**



ANNEXURE 1

SUPREME COURT OF VICTORIA



NOTICE TO GROUP MEMBERS:

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

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

**GROUP MEMBERS WHO WISH TO RECEIVE MONETARY  
COMPENSATION FROM ANY SETTLEMENT REACHED AT THE  
UPCOMING MEDIATION MUST REGISTER  
BEFORE 4pm AEST on Friday 7 October 2022  
at [www.slatergordon.com.au/g8](http://www.slatergordon.com.au/g8)**

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.



## 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.
- 2 In most cases, you are a **Group Member** if you
  - purchased shares in G8 between 23 May 2017 and 23 February 2018 (inclusive); and
  - you have suffered a loss by reason of the conduct alleged against G8 in the class action; and
  - you did not opt out of the class action by the deadline on 20 August 2021.
- 3 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.
- 4 This is the second Court-ordered Notice in this class action. The first Notice was distributed in June 2021. It provided information about this class action, gave Group Members the option to register if they wished, and set a deadline for 'opting out' of the class action.

## PURPOSE OF THIS NOTICE

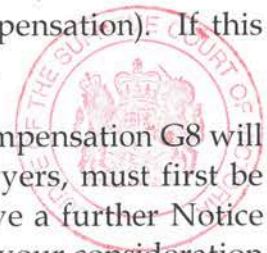
- 5 The purpose of this Notice is to advise you that a mediation will occur by 23 November 2022, and that you are required to register if you want to be eligible to share in any compensation arising from any settlement reached at the mediation. If you have already registered you don't need to do anything.
- 6 This Notice also provides information about how the class action is now being funded.

## UPCOMING MEDIATION - YOU MUST REGISTER IF YOU WANT TO CLAIM COMPENSATION

- 7 The Court has ordered the parties to attend a mediation by 23 November 2022.
- 8 **If you would like to be eligible to share in any monetary compensation arising from any settlement reached between the parties at the upcoming mediation, you must register as a Group Member before 4pm AEST on Friday 7 October 2022.**
- 9 Group Members may register by providing the following **Registration Information** to the lawyers for the lead plaintiffs, Slater and Gordon Lawyers, at [www.slatergordon.com.au/g8](http://www.slatergordon.com.au/g8)
  - (a) your name;



- (b) your contact details; and
  - (c) detailed information about any G8 shares you held before 23 May 2017, and any G8 shares that you purchased and sold between 23 May 2017 and 23 February 2018 (inclusive).
- 10 If you register as a Group Member, you will become a **Registered Group Member**. If a settlement is reached between the parties at the upcoming mediation, Registered Group Members will be eligible to share in any monetary compensation paid by G8 in this class action.
  - 11 If the class action does not settle at the upcoming mediation, Registered Group Members will be eligible to share in monetary compensation from any future settlement in this class action and will be bound by any final judgment, if the class action is not resolved prior to trial.
  - 12 If you have already registered as a Group Member, or if you have already provided your Registration Information to Slater and Gordon Lawyers, you are already a Registered Group Member and eligible to share in any monetary compensation paid by G8 in this class action. **You do not need to take any further step at this time.**
  - 13 Becoming a Registered Group Member will help the parties work out if a settlement is possible because information about how many people are participating in the claim is part of that process.
  - 14 Becoming a Registered Group Member does not mean you enter into a contract for Slater and Gordon Lawyers to represent you.
  - 15 Registered Group Members are not, and will not be, liable for any legal costs out of their own pocket by registering in this class action.
  - 16 There are only two possible outcomes for Registered Group Members:
    - (1) you are eligible to receive compensation from a successful outcome (that is, if any monetary compensation is paid by G8 in this class action), with a single fee deducted from the total amount of any compensation paid by G8 for the costs and risks incurred by Slater and Gordon for running the class action; or
    - (2) the class action, along with your claim as a Group Member, is unsuccessful (that is, G8 is not required to pay any monetary compensation). If this happens, you also will not be required to pay anything.
  - 17 If the parties agree to settle the class action, the amount of compensation G8 will pay, and the percentage payable to Slater and Gordon Lawyers, must first be approved by the Court. Before this happens, you will receive a further Notice that provides information about the proposed settlement for your consideration at that time.



## *CONSEQUENCES OF NOT REGISTERING*

- 18 If you have not previously registered in this class action or have not previously provided your Registration Information to Slater and Gordon Lawyers, and if you choose to do nothing in response to this Notice, you will become an Unregistered Group Member.
- 19 **Unregistered Group Members** remain as Group Members in the class action but **are not eligible to receive monetary compensation in this class action** if the parties reach a settlement at the upcoming mediation.
- 20 **If you do not register before 4pm AEST on Friday 7 October 2022 and the class action settles at the upcoming mediation you may lose your right to seek monetary compensation from G8 in relation to the same (or similar) claims alleged in this class action.**
- 21 Unregistered Group Members may be given another opportunity to register in the future, but not in relation to any settlement that is achieved at the upcoming mediation.
- 22 If the class action does not result in a settlement before trial, Unregistered Group Members will be bound by any final judgment.
- 23 **If you are a Group Member who is not registered you should consider very carefully whether you wish to register.** You should not delay in making this decision.

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

- 24 The Court has ordered that the legal costs of the lead plaintiffs and the Group Members in this class action are to be calculated as a percentage of any monetary compensation paid by G8 in this class action.
- 25 This means that **Group Members will share between them, at minimum, 72.5% of the proceeds of any monetary compensation paid by G8 in this class action and the maximum amount that Slater and Gordon can be paid is 27.5%.**
- 26 For example, if in settlement of this class action G8 agrees to pay a total amount of \$100,000, the Group Members will share between them at least \$72,500 and Slater and Gordon will be paid a maximum of \$27,500 for their work.
- 27 No Group Member will ever have to pay any money out of their own pocket for any costs in this class action.
- 28 The court's order also protects the lead plaintiffs from risks in the class action. Slater and Gordon Lawyers now bear the risk of any costs payable to G8 if the class action is unsuccessful. Slater and Gordon Lawyers must also give any security to G8 for its costs of defending the class action that the Court may order. In return for Slater and Gordon taking on those risks, and in payment for the legal work Slater and Gordon are performing and other costs they are incurring,



they may receive, at a maximum, 27.5% from any monetary compensation paid by G8 in this class action.

- 29 The Court must approve the amount of any monetary compensation to be paid by G8, as well as any amount paid to Slater and Gordon Lawyers. If the parties reach a settlement, Group Members will receive a further Notice that provides information about the proposed settlement for your consideration at that time.
- 30 Importantly, the court may vary the percentage at which costs are calculated in the future. That might occur when the court is approving any settlement proposed by the parties. At that time the Court may only increase the 72.5% for the Group Members to share out of any monetary compensation paid by G8, and decrease the 27.5% for Slater and Gordon.
- 31 This is because Slater and Gordon Lawyers, as well as the lead plaintiffs, Mr and Mrs Allen, have each given an undertaking (a promise) to the Court that they will not make any application in the future for a lower percentage for Group Members (or for a higher percentage for Slater and Gordon).
- 32 **You are not, and will not be, liable for any legal costs out of your own pocket by Registering as a Group Member in this class action.**

#### IF YOU WOULD LIKE MORE INFORMATION

- 33 Copies of the relevant documents, including the most recent versions of the pleadings in this class action, 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.
- 34 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.
- 35 If there is anything of which you are unsure and you do not want to speak with Slater and Gordon Lawyers, you may seek legal advice from a solicitor of your choice.

