

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Think Childcare Limited (**Company**)

ABN

81 600 793 388

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Performance Rights (unlisted)  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | 78,946 Performance Rights (unlisted)   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | <p>78,946 Performance Rights issued to Managing Director, and CFO and approved by shareholders on 5 May 2017.</p> <p><b>Performance Rights – Key Terms</b></p> <p>Performance Rights are issued under the terms of the Think Childcare Limited Employee Share Option Plan.</p> <p>In relation to the Managing Director and the CFO, the Performance Rights will vest in 3 equal proportions subject to satisfaction of achieving budgeted targets set by the non-executive members of the Board of Think Childcare Limited from time</p> |

to time that relates to the overall shareholder returns over the mid to longer term.

To the extent that the performance criteria is not satisfied, the Performance Rights will lapse.

No amount is payable upon the issue or exercise of Performance Rights.

Performance Rights that vest may be exercised (i.e. converted into ordinary shares) no later than 15 years after the grant date.

**Amendments to vesting conditions relating to the grant of Performance Rights issued to the Managing Director and CFO approved by shareholders on 6 May 2016:**

In accordance with shareholder approval at the company's AGM on the 5 May 2017, CY2016 vesting hurdles for Mathew Edwards and Paul Gwilym be amended as follows:

- a) In relation to the proportion of the CY 2016 Grant vesting on the first anniversary of the grant date, an amendment to the EPS portion of the CY 2016 Grant such that EPS is calculated by dividing the adjusted NPAT (adding back the net acquisition costs) of the Company for CY 2016 by the total Shares on issue at the commencement of CY2016; and
- b) In relation to the proportions of the CY 2016 Grant vesting on the second and third anniversaries of the grant date, the Performance Rights will be subject to the Company achieving budgeted targets set by the non-executive members of the Board from time to time that relates to the overall Shareholder returns over the mid to longer term.

Refer to the Company's 2017 Notice of Annual General Meeting dated 17 March 2017 for further details on the grant of Performance Rights to the Managing Director and CFO and amendments to vesting conditions.

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+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No – upon conversion of the Performance Rights into fully paid ordinary shares, the allotted and issued shares will rank equally in all respects with an existing class of quoted fully paid ordinary shares.</p> <p>The Performance Rights do not have any voting rights or rights to receive dividends.</p>
5	Issue price or consideration	The Performance Rights are issued as part of the Managing Director’s and other executives remuneration arrangements and accordingly are issued for no consideration.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Grant of long-term incentives to the Managing Director and other executives.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	Not Applicable
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not Applicable
6d	Number of +securities issued with security holder approval under rule 7.1A	Not Applicable
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not Applicable
6f	Number of +securities issued under an exception in rule 7.2	Not Applicable

6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not Applicable					
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not Applicable					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not Applicable					
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	31 August 2017					
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="791 1016 995 1048">Number</th> <th data-bbox="995 1016 1331 1048">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="791 1055 995 1086">42,140,311</td> <td data-bbox="995 1055 1331 1122">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	42,140,311	Fully paid ordinary shares	
Number	+Class						
42,140,311	Fully paid ordinary shares						

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	Number	+Class
9	35,089	Performance Rights vesting 11 August 2016 - <b>now vested</b>
	118,422	Performance Rights vesting 26 May 2017 - <b>now vested</b>
	118,418	Performance Rights vesting 26 May 2018
	83,332	Performance Rights vesting 26 May 2019
	26,315	Performance Rights vesting 5 May 2018
	26,315	Performance Rights vesting 5 May 2019
	26,316	Performance Rights vesting 5 May 2020
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Performance Rights do not participate in dividends

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not Applicable
13	Ratio in which the +securities will be offered	Not Applicable
14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable

17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable

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+ See chapter 19 for defined terms.

- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

Not Applicable
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39 +Class of +securities for which quotation is sought 

Not Applicable
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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?  
  
If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not Applicable
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41 Reason for request for quotation now  
  
Example: In the case of restricted securities, end of restriction period  
  
(if issued upon conversion of another +security, clearly identify that other +security)

Not Applicable
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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Not Applicable	Not Applicable

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+ See chapter 19 for defined terms.



## Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....



(Company secretary)

Date: 31 August 2017

Print name: Paul Gwilym

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