



**29 November 2018**

**ASX Limited  
Market Announcement**

**Think Childcare Limited (ASX Code: TNK)**

**Appendix 3Y – Change of Director’s Interest Notice**

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***Attached*** for release to the market are:

- (a) an Appendix 3Y – Change of Director’s Interest Notice on behalf of Mr M. Edwards advising changes in the shareholding interests of Director, M. Edwards, being the cancellation of 33,333 Performance Rights which have not satisfied conditions.
- (b) an Appendix 3Y – Change of Director’s Interest Notice on behalf of Mr M. Kerr advising changes in the shareholding interests of Director, M. Kerr, being the issue of 13,333 ordinary shares held within Think Childcare Holding Co Pty Ltd with respect to Performance Rights granted by shareholders that have satisfied conditions.

**Mathew Edwards**  
Managing Director and Chief Executive Officer

*End*



**Think Childcare Limited**

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# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>THINK CHILDCARE LIMITED</b>
<b>ABN</b>	<b>81 600 793 388</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	EDWARDS, Mathew
<b>Date of last notice</b>	31 AUGUST 2018 (Appendix 3Y)

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Refer Annexure "A"
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Refer Annexure "A"
<b>Date of change</b>	Refer Annexure "A"
<b>No. of securities held prior to change</b>	Refer Annexure "A"
<b>Class</b>	Refer Annexure "A"
<b>Number acquired</b>	Refer Annexure "A"
<b>Number disposed</b>	Refer Annexure "A"
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Refer Annexure "A"
<b>No. of securities held after change</b>	Refer Annexure "A"
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Refer Annexure "A"

## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	None
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

## Part 3 – +Closed period

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

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**Appendix 3Y**  
**Change of Director's Interest Notice**

**ANNEXURE "A"**

**29 November 2018**

**Schedule of Director's Interest**  
**DIRECTOR: EDWARDS, Mathew**

		<b>PRESENT</b> <b>APPENDIX 3Y</b> <b>29 11 18</b> <b>ASX Code: TNK</b>	<b>PREVIOUS</b> <b>APPENDIX 3Y</b> <b>31 08 18</b> <b>ASX Code: TNK</b>	<b>CHANGES</b>
<b>Director's interest in Think Childcare Limited shares held in name of:</b>				
<b>(A) Ordinary Fully Paid Shares</b>				
1	<b>DIRECT</b>	<b>7,538,405</b>	7,538,405	nil
2	<b>INDIRECT - Isamax Pty Ltd &lt;as trustee for the Edwards Family Trust&gt;</b>	<b>6,798,854</b>	6,798,854	nil
3	<b>INDIRECT – Seuss Tpywg Pty Ltd &lt;as trustee for EDSUPER&gt;</b>	<b>149,987</b>	149,987	nil
<b>4</b>	<b>TOTAL DIRECTOR'S INTEREST</b>	<b>14,487,246</b>	14,487,246	nil
5	Think Childcare Limited – Number of Shares on Issue	<b>48,467,659</b>	48,454,326	<b>13,333</b>
<b>6</b>	<b>TOTAL DIRECTORS INTEREST IN SHARES AS PERCENTAGE</b>	<b>29.8905%</b>	29.8988%	<b>(0.0086%)</b>

**(B) Non-Quoted Performance Rights**

1	<b>DIRECT</b>	nil	nil	nil
2	<b>INDIRECT – Isamax Pty Ltd &lt;as trustee for the Edwards Family Trust&gt;</b>	<b>62,573</b>	95,906	<b>(33,333)</b>
<b>3</b>	<b>TOTAL DIRECTOR'S INTEREST</b>	<b>62,573</b>	95,906	<b>(33,333)</b>
4	Think Childcare Limited – Number of Rights on Issue	<b>75,906</b>	157,657	<b>(81,751)</b>
<b>5</b>	<b>TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE</b>	<b>82.43%</b>	60.83%	<b>21.60%</b>

**COMMENT:**

Mr Edwards has an interest in the above Think Childcare Limited issued securities for the following reasons:

**1 DIRECT**

Mr Edwards is the legal and beneficial holder of the 7,538,405 ordinary shares registered in his name in the Register of Members of Think Childcare Limited; and

**2 INDIRECT**

Mr Edwards as director and sole shareholder of Isamax Pty Ltd <ATF the Edwards Family Trust> has a relevant interest in the 6,798,854 ordinary shares registered in its name in the register of members of Think Childcare Limited together with a relevant interest in 62,573 Performance Rights as granted by shareholders at the relevant Annual General Meetings.

**3 INDIRECT**

Mr Edwards as director and shareholder of Seuss Tpywg Pty Ltd <ATF EDSUPER> and a member of the fund, has a relevant interest in the 149,987 ordinary shares registered in its name in the register of members of Think Childcare Limited.

**Movements in Entitlements – (A) QUOTED Ordinary Shares**

**(A.1) DIRECT**

**No Change**

**Balance**, per Appendix 3Y, 31 August 2018 7,538,405

**Balance**, per Appendix 3Y, 29 November 2018 **7,538,405**

**(A.2) INDIRECT – Isamax Pty Ltd – No change**

**No Change**

**Balance**, per Appendix 3Y, 31 August 2018 6,798,854

**Balance**, per Appendix 3Y, 29 November 2018 **6,798,854**

**(A.3) INDIRECT – Seuss Tpywg Pty Ltd**

**No Change**

**Balance**, per Appendix 3Y, 31 August 2018 **149,987**

**Balance**, per Appendix 3Y, 29 November 2018 **149,987**

**Movements in Entitlements - (B) Non-Quoted Performance Rights**

**INDIRECT - Isamax Pty Ltd**

**Balance**, per Appendix 3Y, 31 August 2018 95,906

**LESS**

On 22 November 2018, 33,333 Performance Rights were cancelled following performance conditions not being satisfied: **(33,333)**

**Balance**, per Appendix 3Y, 29 November 2018 **62,573**

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/09/01 Amended 01/01/11

<b>Name of entity</b>	<b>THINK CHILDCARE LIMITED</b>
<b>ABN</b>	<b>81 600 793 388</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	KERR, Mark Gregory
<b>Date of last notice</b>	19 March 2018 (Appendix 3Y)

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

#### Refer Annexure "A"

<b>Direct or indirect interest</b>	Refer Annexure "A"
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Refer Annexure "A"
<b>Date of change</b>	Refer Annexure "A"
<b>No. of securities held prior to change</b>	Refer Annexure "A"
<b>Class</b>	Refer Annexure "A"
<b>Number acquired</b>	Refer Annexure "A"
<b>Number disposed</b>	Refer Annexure "A"
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Refer Annexure "A"
<b>No. of securities held after change</b>	Refer Annexure "A"
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Refer Annexure "A"

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	None
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
<b>Interest after change</b>	

**Part 3 – <sup>+</sup>Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	

**Appendix 3Y**  
**Change of Director's Interest Notice**

**ANNEXURE "A"**

**29 November 2018**

**Schedule of Director's Interest**  
**DIRECTOR: KERR, Mark Gregory**

	<b>PRESENT APPENDIX 3Y 29 11 18 ASX Code : TNK</b>	<b>PREVIOUS APPENDIX 3Y 19 03 18 ASX Code : TNK</b>	<b>CHANGES</b>
<b>Director's interest in issued securities of Think Childcare Limited held in name of:</b>			
<b>(A) Quoted Ordinary Shares</b>			
1	DIRECT	nil	nil
2	INDIRECT - Mark Gregory and Linda Marie Kerr <ATF Lindmark Investment Staff Fund>	1,183,530	1,183,530
3	INDIRECT – Think Childcare Holding Co. Pty Ltd	13,333	nil
4	INDIRECT - Paradyce Pty Ltd	330,454	330,454
5	<b>TOTAL DIRECTOR'S INTEREST</b>	<b>1,527,317</b>	<b>1,513,984</b>
6	Think Childcare Limited – Number of Shares on Issue	<b>48,467,659</b>	<b>48,454,326</b>
7	<b>TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENTAGE</b>	<b>3.151%</b>	<b>3.125%</b>
<b>(B) Non-Quoted Performance Rights</b>			
1	DIRECT	nil	nil
2	INDIRECT - Paradyce Pty Ltd	13,333	26,666
3	<b>TOTAL DIRECTOR'S INTEREST</b>	<b>13,333</b>	<b>26,666</b>
4	Think Childcare Limited – Number of Rights on Issue	<b>75,906</b>	<b>280,696</b>
5	<b>TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE</b>	<b>17.56%</b>	<b>9.50%</b>

**COMMENT:**

Mr Kerr has an interest in the above Think Childcare Limited issued securities for the following reasons:

- 1 **DIRECT** – Mr Kerr has no direct entitlement to the above noted securities of Think Childcare Limited
- 2 **INDIRECT** – Mr Kerr as a trustee of Lindmark Investments Staff Superannuation Fund has a relevant interest in the 1,183,530 ordinary shares registered jointly in the names of himself and Mrs L M Kerr as Trustees of the Fund;
- 3 **INDIRECT** – Mr Kerr has exercised an entitlement to Performance Rights approved by shareholders;
- 4 **INDIRECT** – Mr Kerr as a Director and sole shareholder of Paradyce Pty Ltd has a relevant interest in the 330,454 ordinary shares registered in its name, 13,333 ordinary shares held within Think Childcare Holding Co Pty Ltd, together with a relevant interest in 13,333 Performance Rights as granted by shareholders at the 2016 Annual General Meeting held on 6 May 2016.



**Appendix 3Y**  
**Change of Director's Interest Notice**

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**MOVEMENTS IN ENTITLEMENTS –**

<b>(A) Ordinary fully paid shares</b>
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**(i) INDIRECT - Mark Gregory and Linda Marie Kerr <ATF Lindmark Investment Staff Fund>**

**No Change**

**Balance, per Appendix 3Y, 19 March 2018** 1,183,530

**Balance, per Appendix 3Y, 29 November 2018** **1,186,530**

**(ii) INDIRECT - Paradyce Pty Ltd**

**No Change**

**Balance, per Appendix 3Y, 19 March 2018** 330,454

**Balance, per Appendix 3Y, 29 November 2018** **330,454**

**(iii) INDIRECT – Think Childcare Limited Holding Co. Pty Ltd**

**Balance, per Appendix 3Y, 19 March 2018** nil

**Plus Performance Rights that have vested and were settled with Shares by the Company at \$1.28 per Share (based on the share closing price calculated as the VWAP for the period 5 November 2018 to 16 November 2018 (dates inclusive)**

13,333  
**Balance, per Appendix 3Y, 29 November 2018** **13,333**

<b>(B) Non-Quoted Performance Rights</b>
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**INDIRECT - Paradyce Pty Ltd**

**Balance, per Appendix 3Y, 19 March 2018** 26,666

**Less Performance Rights that have vested and have been settled by the Company on 22 November 2018 and held within Think Childcare Holding Co Pty Ltd**

(13,333)

**Balance, per Appendix 3Y, 29 November 2018** **13,333**