



2 April 2019

**ASX Limited  
Market Announcement**

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

**Appendix 3Y – Change of Director’s Interest Notice  
Form 604 – Notice of change of interests of substantial holder**

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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. Kerr advising changes in the shareholding interests of Director, M. Kerr:
  - a. arising from his participation as a shareholder in the Company’s Dividend Reinvestment Plan as it applied to the final dividend for the financial year ended December 2018 (**DRP**). All shares, as formally allotted on the 28 March 2019, were acquired at the DRP issue price of \$1.755 per share; and
  - b. the transfer of 13,333 ordinary shares held within Think Childcare Holding Co Pty Ltd to Paradyce Pt Ltd, with respect to Performance Rights granted by shareholders that have satisfied conditions; and
- (b) a Form 604 – Notice of change of interests in substantial holder on behalf of Mr M. Edwards, which covers the overall change in the Substantial Shareholding relevant interest in the shares of the Company, in percentage terms to date and takes into account the 11,479,114 shares allotted on the 29 March 2019 by private placement (**Placement**) and 28 March 2019 in relation to the DRP. Whilst Mr Edwards’ relevant interest in the number of shares of the Company has reduced by 200,000 shares, his overall relevant interest in percentage terms has decreased by 6.48 per cent due to the dilutive impact of the 11,479,114 new shares Placement issued by Think Childcare Limited on 29 March 2019, in which Mr Edwards did not participate.

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

*End*



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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>    | KERR, Mark Gregory             |
| <b>Date of last notice</b> | 29 November 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><br><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><br><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><br><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<br/>(if issued securities)</b>                                                                                                                                         |      |
| <b>Date of change</b>                                                                                                                                                                               |      |
| <b>No. and class of securities to which interest<br/>related prior to change</b><br><small>Note: Details are only required for a contract in relation to which the interest has<br/>changed</small> |      |
| <b>Interest acquired</b>                                                                                                                                                                            |      |
| <b>Interest disposed</b>                                                                                                                                                                            |      |
| <b>Value/Consideration</b><br><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<br/>above traded during a <sup>+</sup>closed period where prior written<br/>clearance was required?</b> | No |
| <b>If so, was prior written clearance provided to allow the trade<br/>to proceed during this period?</b>                                                              |    |
| <b>If prior written clearance was provided, on what date was this<br/>provided?</b>                                                                                   |    |

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

**ANNEXURE "A"**

**02 April 2019**

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

|                                                                                             | PREVIOUS<br>APPENDIX 3Y<br>29 11 18<br>ASX Code : TNK                                | PRESENT<br>APPENDIX 3Y<br>02 04 19<br>ASX Code : TNK | CHANGES                                |
|---------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|------------------------------------------------------|----------------------------------------|
| <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<br><ATF Lindmark Investment Staff Fund> | 1,183,530                                            | 1,227,364<br>43,834                    |
| 3                                                                                           | INDIRECT - Paradyce Pty Ltd                                                          | 330,454                                              | 356,520<br>12,733                      |
| 4                                                                                           | <b>TOTAL DIRECTOR'S INTEREST</b>                                                     | <u>1,527,317</u>                                     | <u>1,583,884</u><br><u>56,567</u>      |
| 5                                                                                           | Think Childcare Limited – Number of Shares on Issue                                  | <u>48,467,659</u>                                    | <u>60,474,763</u><br><u>12,020,437</u> |
| 6                                                                                           | <b>TOTAL DIRECTORS INTEREST IN SHARES AS A PERCENTAGE</b>                            | <u>3.151%</u>                                        | <u>2.619%</u><br><u>(0.532)%</u>       |
| <b>(B) Non-Quoted Performance Rights</b>                                                    |                                                                                      |                                                      |                                        |
| 1                                                                                           | DIRECT                                                                               | nil                                                  | nil                                    |
| 2                                                                                           | INDIRECT - Paradyce Pty Ltd                                                          | 13,333                                               | 13,333<br>nil                          |
| 3                                                                                           | <b>TOTAL DIRECTOR'S INTEREST</b>                                                     | <u>13,333</u>                                        | <u>13,333</u><br><u>nil</u>            |
| 4                                                                                           | Think Childcare Limited – Number of Rights on Issue                                  | <u>75,906</u>                                        | <u>75,906</u><br><u>nil</u>            |
| 5                                                                                           | <b>TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE</b>                            | <u>17.56%</u>                                        | <u>17.56%</u><br><u>nil</u>            |

**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 1,227,364 ordinary shares registered jointly in the names of himself and Mrs L M Kerr as Trustees of the Fund;
- 4 **INDIRECT** – Mr Kerr as a Director and sole shareholder of Paradyce Pty Ltd has a relevant interest in the 356,520 ordinary shares registered in its name (13,333 ordinary shares held within Think Childcare Holding Co Pty Ltd has now be transferred to Paradyce 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.

**MOVEMENTS IN ENTITLEMENTS –**

|                                       |
|---------------------------------------|
| <b>(A) Ordinary fully paid shares</b> |
|---------------------------------------|

**(i) INDIRECT - Mark Gregory and Linda Marie Kerr <ATF Lindmark Investment Staff Fund>**

|                                            |           |
|--------------------------------------------|-----------|
| Balance, per Appendix 3Y, 29 November 2019 | 1,183,530 |
|--------------------------------------------|-----------|

**PLUS**

Per Participation in the THINK Dividend Re-Investment Plan arising from the December 2018 Final Dividend at the DRP issue price of A\$1.755 a share on 28 March 2019:

|  |               |
|--|---------------|
|  | <u>43,834</u> |
|--|---------------|

|                                         |                         |
|-----------------------------------------|-------------------------|
| Balance, per Appendix 3Y, 02 April 2019 | <u><b>1,227,364</b></u> |
|-----------------------------------------|-------------------------|

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

|                                            |         |
|--------------------------------------------|---------|
| Balance, per Appendix 3Y, 29 November 2019 | 330,454 |
|--------------------------------------------|---------|

**PLUS**

Performance Rights that have vested and were settled with Shares held by Think Childcare Limited Holding Co. Pty Ltd, now transferred to Paradyce Pty Ltd

|  |        |
|--|--------|
|  | 13,333 |
|--|--------|

**PLUS**

Per Participation in the THINK Dividend Re-Investment Plan arising from the December 2018 Final Dividend at the DRP issue price of A\$1.755 a share on 28 March 2019:

|  |               |
|--|---------------|
|  | <u>12,733</u> |
|--|---------------|

|                                         |                       |
|-----------------------------------------|-----------------------|
| Balance, per Appendix 3Y, 02 April 2019 | <u><b>356,520</b></u> |
|-----------------------------------------|-----------------------|

|                                          |
|------------------------------------------|
| <b>(B) Non-Quoted Performance Rights</b> |
|------------------------------------------|

**INDIRECT - Paradyce Pty Ltd**

|                                            |        |
|--------------------------------------------|--------|
| Balance, per Appendix 3Y, 29 November 2018 | 13,333 |
|--------------------------------------------|--------|

|                                         |                      |
|-----------------------------------------|----------------------|
| Balance, per Appendix 3Y, 02 April 2019 | <u><b>13,333</b></u> |
|-----------------------------------------|----------------------|

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **THINK CHILDCARE LIMITED**ACN/ARSN **600 793 388****1. Details of substantial holder (1)**Name **Mathew Edwards, Isamax Pty Ltd A.C.N 156 123 241<ATF Edwards Family Trust>**ACN/ARSN (if applicable) **and Seuss Tpywg Pty Ltd A.C.N 608 961 637<as trustee for EDSUPER>**There was a change in the interests of the substantial holder on **29/03/2019**The previous notice was given to the company on **19/03/2018**The previous notice was dated **19/03/2018****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) |
| <b>Ordinary Shares</b>  | <b>14,587,246</b> | <b>30.105%</b>   | <b>14,287,246</b> | <b>23.625%</b>   |
|                         |                   |                  |                   |                  |

**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 |
|-----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| <b>REFER TO</b> | <b>ANNEXURE</b>                        | <b>"A"</b>           |                                               |                                         |                         |
|                 |                                        |                      |                                               |                                         |                         |
|                 |                                        |                      |                                               |                                         |                         |

**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 |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
| <b>REFER TO</b>             | <b>ANNEXURE</b>                 | <b>"A"</b>                                     |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |

## 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     |
|-----------------------------------|---------------------------|
|                                   | <b>REFER ANNEXURE "A"</b> |
|                                   |                           |

## 6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address                   |
|------|---------------------------|
|      | <b>REFER ANNEXURE "A"</b> |
|      |                           |

## Signature

|            |                                                                                   |          |                                                                                        |
|------------|-----------------------------------------------------------------------------------|----------|----------------------------------------------------------------------------------------|
| print name | <b>Mathew Edwards</b>                                                             | capacity | <b>SELF &amp; as Sole Director ISAMAX Pty Ltd and a Director of Sues Tpywg Pty Ltd</b> |
| sign here  |  | date     | <b>02/04/2019</b>                                                                      |

## 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 of 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.

## ANNEXURE "A"

02 April 2019

## Schedule of Substantial Shareholder's Interest

DIRECTOR: EDWARDS, Mathew

|                                                                               | PREVIOUS<br>Form 604<br>19 03 18<br>ASX Code: TNK                                                                 | PRESENT<br>Form 604<br>02 04 19<br>ASX Code: TNK | CHANGES           |                   |
|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-------------------|-------------------|
| <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> - M Edwards, 18 Fortescue Street Chiswick NSW 2046                                                  | 7,788,392                                        | <b>7,538,405</b>  | <b>(249,987)</b>  |
| 2                                                                             | <b>INDIRECT</b> - Isamax Pty Ltd <as trustee for the Edwards Family Trust>, 18 Fortescue Street Chiswick NSW 2046 | 6,798,854                                        | <b>6,598,854</b>  | <b>(200,000)</b>  |
| 3                                                                             | <b>INDIRECT</b> - Seuss Tpywg Pty Ltd <as trustee for EDSUPER> 18 Fortescue Street Chiswick NSW 2046              | nil                                              | <b>149,987</b>    | <b>149,987</b>    |
| 4                                                                             | <b>TOTAL DIRECTOR'S INTEREST</b>                                                                                  | <b>14,587,246</b>                                | <b>14,287,246</b> | <b>(300,000)</b>  |
| 5                                                                             | Think Childcare Limited – Number of Shares on Issue                                                               | <b>48,454,326</b>                                | <b>60,474,763</b> | <b>12,020,437</b> |
| 6                                                                             | <b>TOTAL DIRECTORS INTEREST IN SHARES AS PERCENTAGE</b>                                                           | <b>30.105%</b>                                   | <b>23.625%</b>    | <b>(6.48)%</b>    |
| <b>(B) Non-Quoted Performance Rights</b>                                      |                                                                                                                   |                                                  |                   |                   |
| 1                                                                             | <b>DIRECT</b>                                                                                                     | nil                                              | <b>nil</b>        | <b>nil</b>        |
| 2                                                                             | <b>INDIRECT</b> – Isamax Pty Ltd <as trustee for the Edwards Family Trust>                                        | 110,525                                          | <b>62,573</b>     | <b>(47,952)</b>   |
| 3                                                                             | <b>TOTAL DIRECTOR'S INTEREST</b>                                                                                  | <b>110,525</b>                                   | <b>62,573</b>     | <b>(47,952)</b>   |
| 4                                                                             | Think Childcare Limited – Number of Rights on Issue                                                               | <b>280,696</b>                                   | <b>75,906</b>     | <b>(204,790)</b>  |
| 5                                                                             | <b>TOTAL DIRECTORS INTEREST IN RIGHTS AS A PERCENTAGE</b>                                                         | <b>39.38%</b>                                    | <b>82.43%</b>     | <b>43.05%</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 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 6,598,854 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

**Balance, per Form 604, 19 March 2018** 7,788,392

#### LESS

On 1 June 2018 by off-market transfer, 149,987 ordinary fully paid shares in Think Childcare Limited transferred to Seuss Tpywg Pty Ltd <ATF EDSUPER> at a value of \$260,977 (at \$1.74 per share): (149,987)

#### LESS

On 28 August 2018 sold by way of an on-market crossing: 100,000 ordinary fully paid shares in Think Childcare Limited at a value of \$145,000 (at \$1.45 per share): (100,000)

**Balance, per Form 604, 02 April 2019** **7,538,405**

### (A.2) INDIRECT – Isamax Pty Ltd

**Balance, per Form 604, 19 March 2019** 6,798,854

#### LESS:

On 11 December 2018 sold by way of an on-market crossing: 200,000 Ordinary fully paid shares in Think Childcare Limited at \$1.30 a share.: 200,000

**Balance, per Form 604, 02 April 2019** **6,598,854**

### (A.3) INDIRECT - Seuss Tpywg Pty Ltd

**Balance, per Form 604, 19 March 2018** nil

#### PLUS

On 1 June 2018 by off-market transfer, 149,987 ordinary fully paid shares in Think Childcare Limited transferred from Mathew Edwards at a value of \$260,977 (at \$1.74 per share): 149,987

**Balance, per Form 604, 02 April 2019** **149,987**

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

### INDIRECT - Isamax Pty Ltd

**Balance, per Form 604, 19 March 2018** 110,525

#### LESS

On 9 May 2018, 14,619 Performance Rights were cancelled following performance conditions not being satisfied: (14,619)

#### LESS

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

**Balance, per Form 604, 02 April 2019** **62,573**